



HEALTH ANNUAL STATEMENT

FOR THE YEAR ENDED DECEMBER 31, 2014
OF THE CONDITION AND AFFAIRS OF THE

Humana Health Plan, Inc.

NAIC Group Code01190119NAIC Company Code95885Employer's ID Number61-1013183
(Current)(Prior)

Organized under the Laws ofKentucky, State of Domicile or Port of EntryKentucky

Country of DomicileUnited States of America

Licensed as business type:Health Maintenance Organization

Is HMO Federally Qualified? Yes [X] No []

Incorporated/Organized08/23/1982Commenced Business09/23/1983

Statutory Home Office321 West Main Street - 12th FloorLouisville , KY, US 40202
(Street and Number)(City or Town, State, Country and Zip Code)

Main Administrative Office321 West Main Street - 12th FloorLouisville , KY, US 40202502-580-1000
(Street and Number)(City or Town, State, Country and Zip Code)(Area Code) (Telephone Number)

Mail AddressP.O. Box 740036Louisville , KY, US 40201-7436
(Street and Number or P.O. Box)(City or Town, State, Country and Zip Code)

Primary Location of Books and Records321 West Main Street - 12th FloorLouisville , KY, US 40202502-580-1000
(Street and Number)(City or Town, State, Country and Zip Code)(Area Code) (Telephone Number)

Internet Website Addresswww.humana.com

Statutory Statement ContactElizabeth Young502-580-3025
(Name)(Area Code) (Telephone Number)

DOIINQUIRIES@humana.com502-580-2099
(E-mail Address)(FAX Number)

OFFICERS

President & CEOBruce Dale BroussardSr. VP & CFOBrian Andrew Kane #

VP & Corporate SecretaryJoan Olliges LenahanVP & Appointed ActuaryJonathan Albert Canine

OTHER

Alan James Bailey # VP & Treasurer	Elizabeth Diane Bierbower Pres., Employer Group Segment	John Ellis Brown VP - Medicare Service Operations
Renee Jacqueline Buckingham # VP & Div. Leader - Eastern Div.	John Gregory Catron VP & Chief Compliance Officer	Michael Lester Cotton # Vice President
Steven James DeRaleau President, HumanaONE	Mark Sobhi El-Tawil VP & Div. Leader - Western Div.	Jeffrey Carl Fernandez Seg. VP, Medicare: West
Gerald Lawrence Ganoni # Pres. and VP, Small Business & Large Group	Roy Goldman Ph.D VP & Chief Actuary	Charles Frederic Lambert III Vice President
Brian Phillip LeClaire Sr. VP & Chief Info Officer	Heidi Suzanne Margulis Sr. Vice President	Steven Edward McCulley # SVP, Medicare Operations
Kevin Ross Meriwether VP & Div. Leader - Southeastern Div.	Bruno Roger Piquin VP & Div. Leader - Northern Div.	William Mark Preston # VP-Investment Management
Tamara Lynn Quiram # COO, Small Business & Large Group	Richard Donald Remmers VP, Employer Group Segment	George Renaudin Seg. VP, Medicare: East
Donald Hank Robinson # Vice President - Tax	Debra Anne Smith VP-Sr.Prod Strategy & Prod Dev	Joseph Christopher Ventura Assistant Corporate Secretary
Timothy Alan Wheatley President, Retail Segment	Ralph Martin Wilson Vice President	

DIRECTORS OR TRUSTEES

Steven Edward McCulley #

Bruce Dale Broussard

James Elmer Murray

State ofKentuckySS:

County ofJefferson

The officers of this reporting entity being duly sworn, each depose and say that they are the described officers of said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC Annual Statement Instructions and Accounting Practices and Procedures manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

Bruce Dale BroussardPresident & CEO

Joan Olliges LenahanVP & Corporate Secretary

Alan James BaileyVP & Treasurer #

Subscribed and sworn to before me this20thday ofFebruary 2015

a. Is this an original filing? Yes [X] No []

b. If no,
1. State the amendment number.....
2. Date filed
3. Number of pages attached.....

Michele Sizemore
Notary Public
January 3, 2019

ASSETS

	Current Year			Prior Year
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	4 Net Admitted Assets
1. Bonds (Schedule D)	759,001,634	0	759,001,634	570,084,505
2. Stocks (Schedule D):				
2.1 Preferred stocks	0	0	0	0
2.2 Common stocks	27,164,548	0	27,164,548	29,233,357
3. Mortgage loans on real estate (Schedule B):				
3.1 First liens	27,600,000	0	27,600,000	27,600,000
3.2 Other than first liens	0	0	0	0
4. Real estate (Schedule A):				
4.1 Properties occupied by the company (less \$0 encumbrances)	0	0	0	0
4.2 Properties held for the production of income (less \$0 encumbrances)	0	0	0	0
4.3 Properties held for sale (less \$0 encumbrances)	0	0	0	0
5. Cash (\$(647,912) , Schedule E - Part 1), cash equivalents (\$101,997,968 , Schedule E - Part 2) and short-term investments (\$27,022,909 , Schedule DA)	128,372,965	0	128,372,965	44,230,807
6. Contract loans, (including \$0 premium notes)	0	0	0	0
7. Derivatives (Schedule DB)	0	0	0	0
8. Other invested assets (Schedule BA)	0	0	0	0
9. Receivables for securities	250,000	0	250,000	1,700,000
10. Securities lending reinvested collateral assets (Schedule DL)	0	0	0	0
11. Aggregate write-ins for invested assets	0	0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11)	942,389,147	0	942,389,147	672,848,669
13. Title plants less \$0 charged off (for Title insurers only)	0	0	0	0
14. Investment income due and accrued	5,398,064	0	5,398,064	4,642,733
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	48,672,170	1,803,694	46,868,476	19,960,453
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$0 earned but unbilled premiums)	0	0	0	0
15.3 Accrued retrospective premiums	8,863,827	0	8,863,827	49,427,462
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers	19,227,628	0	19,227,628	0
16.2 Funds held by or deposited with reinsured companies	0	0	0	0
16.3 Other amounts receivable under reinsurance contracts	488,762	0	488,762	1,619,057
17. Amounts receivable relating to uninsured plans	91,601,612	106,903	91,494,709	19,143,696
18.1 Current federal and foreign income tax recoverable and interest thereon	0	0	0	25,199,601
18.2 Net deferred tax asset	76,268,916	30,031,679	46,237,237	0
19. Guaranty funds receivable or on deposit	0	0	0	0
20. Electronic data processing equipment and software	0	0	0	24,125
21. Furniture and equipment, including health care delivery assets (\$0)	6,367,841	6,367,841	0	0
22. Net adjustment in assets and liabilities due to foreign exchange rates	0	0	0	0
23. Receivables from parent, subsidiaries and affiliates	0	0	0	0
24. Health care (\$31,633,361) and other amounts receivable	49,441,393	16,904,198	32,537,195	18,760,533
25. Aggregate write-ins for other than invested assets	156,464,013	74,904,325	81,559,688	21,104
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	1,405,183,373	130,118,640	1,275,064,733	811,647,433
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts	0	0	0	0
28. Total (Lines 26 and 27)	1,405,183,373	130,118,640	1,275,064,733	811,647,433
DETAILS OF WRITE-INS				
1101.				
1102.				
1103.				
1198. Summary of remaining write-ins for Line 11 from overflow page	0	0	0	0
1199. Totals (Lines 1101 thru 1103 plus 1198)(Line 11 above)	0	0	0	0
2501. Risk Adjustment Premium Receivables	81,496,697	0	81,496,697	0
2502. Goodwill	61,739,347	61,739,347	0	0
2503. Prepaid Commissions	7,680,766	7,680,766	0	0
2598. Summary of remaining write-ins for Line 25 from overflow page	5,547,203	5,484,212	62,991	21,104
2599. Totals (Lines 2501 thru 2503 plus 2598)(Line 25 above)	156,464,013	74,904,325	81,559,688	21,104

LIABILITIES, CAPITAL AND SURPLUS

	Current Year			Prior Year
	1	2	3	4
	Covered	Uncovered	Total	Total
1. Claims unpaid (less \$83,399,914 reinsurance ceded)	418,439,621	26,372,657	444,812,278	319,161,025
2. Accrued medical incentive pool and bonus amounts	1,288,595	0	1,288,595	142,557
3. Unpaid claims adjustment expenses	7,409,458	0	7,409,458	5,862,896
4. Aggregate health policy reserves, including the liability of \$13,631,443 for medical loss ratio rebate per the Public Health Service Act	36,552,731	0	36,552,731	28,696,828
5. Aggregate life policy reserves	0	0	0	0
6. Property/casualty unearned premium reserves	0	0	0	0
7. Aggregate health claim reserves	171,209	10,791	182,000	161,000
8. Premiums received in advance	18,536,191	0	18,536,191	10,334,806
9. General expenses due or accrued	15,249,225	0	15,249,225	7,889,368
10.1 Current federal and foreign income tax payable and interest thereon (including \$255,331 on realized capital gains (losses))	1,032,886	0	1,032,886	0
10.2 Net deferred tax liability	0	0	0	0
11. Ceded reinsurance premiums payable	441,747	0	441,747	409,836
12. Amounts withheld or retained for the account of others	53	0	53	0
13. Remittances and items not allocated	4,349,349	0	4,349,349	3,140,938
14. Borrowed money (including \$0 current) and interest thereon \$0 (including \$0 current)	0	0	0	0
15. Amounts due to parent, subsidiaries and affiliates	28,959,710	0	28,959,710	28,320,214
16. Derivatives	0	0	0	0
17. Payable for securities	0	0	0	0
18. Payable for securities lending	0	0	0	0
19. Funds held under reinsurance treaties (with \$0 authorized reinsurers, \$106,400,209 unauthorized reinsurers and \$0 certified reinsurers)	106,400,209	0	106,400,209	10,874,684
20. Reinsurance in unauthorized and certified (\$0) companies	0	0	0	0
21. Net adjustments in assets and liabilities due to foreign exchange rates	0	0	0	0
22. Liability for amounts held under uninsured plans	19,314,481	0	19,314,481	17,258,524
23. Aggregate write-ins for other liabilities (including \$4,890,105 current)	4,890,105	0	4,890,105	150,584
24. Total liabilities (Lines 1 to 23)	663,035,570	26,383,448	689,419,018	432,403,260
25. Aggregate write-ins for special surplus funds	XXX	XXX	101,123,298	0
26. Common capital stock	XXX	XXX	2,248,000	2,248,000
27. Preferred capital stock	XXX	XXX	0	0
28. Gross paid in and contributed surplus	XXX	XXX	789,261,854	606,255,377
29. Surplus notes	XXX	XXX	0	0
30. Aggregate write-ins for other than special surplus funds	XXX	XXX	0	0
31. Unassigned funds (surplus)	XXX	XXX	(306,987,437)	(229,259,204)
32. Less treasury stock, at cost:				
32.1 .....0 shares common (value included in Line 26 \$0)	XXX	XXX	0	0
32.2 .....0 shares preferred (value included in Line 27 \$0)	XXX	XXX	0	0
33. Total capital and surplus (Lines 25 to 31 minus Line 32)	XXX	XXX	585,645,715	379,244,173
34. Total liabilities, capital and surplus (Lines 24 and 33)	XXX	XXX	1,275,064,733	811,647,433
DETAILS OF WRITE-INS				
2301. Risk Adjustment Premium Payables	4,890,105	0	4,890,105	150,584
2302.				
2303.				
2398. Summary of remaining write-ins for Line 23 from overflow page	0	0	0	0
2399. Totals (Lines 2301 thru 2303 plus 2398)(Line 23 above)	4,890,105	0	4,890,105	150,584
2501. Special Surplus – Projected 2015 ACA Fee Assessment	XXX	XXX	101,123,298	0
2502.	XXX	XXX		
2503.	XXX	XXX		
2598. Summary of remaining write-ins for Line 25 from overflow page	XXX	XXX	0	0
2599. Totals (Lines 2501 thru 2503 plus 2598)(Line 25 above)	XXX	XXX	101,123,298	0
3001.	XXX	XXX	0	0
3002.	XXX	XXX	0	0
3003.	XXX	XXX		
3098. Summary of remaining write-ins for Line 30 from overflow page	XXX	XXX	0	0
3099. Totals (Lines 3001 thru 3003 plus 3098)(Line 30 above)	XXX	XXX	0	0

STATEMENT OF REVENUE AND EXPENSES

	Current Year		Prior Year
	1 Uncovered	2 Total	3 Total
1. Member Months.....	XXX	8,974,656	6,847,876
2. Net premium income (including \$0 non-health premium income)	XXX	4,952,063,856	3,683,105,426
3. Change in unearned premium reserves and reserve for rate credits	XXX	(4,917,904)	11,143,941
4. Fee-for-service (net of \$0 medical expenses)	XXX	0	0
5. Risk revenue	XXX	0	0
6. Aggregate write-ins for other health care related revenues	XXX	0	0
7. Aggregate write-ins for other non-health revenues	XXX	0	0
8. Total revenues (Lines 2 to 7)	XXX	4,947,145,952	3,694,249,367
Hospital and Medical:			
9. Hospital/medical benefits	243,172,482	3,950,128,704	2,805,528,785
10. Other professional services	0	98,831,344	14,901,186
11. Outside referrals	0	0	0
12. Emergency room and out-of-area	8,073,555	120,052,548	105,226,956
13. Prescription drugs	0	504,323,841	335,259,841
14. Aggregate write-ins for other hospital and medical	0	0	0
15. Incentive pool, withhold adjustments and bonus amounts	0	417,715	(737,746)
16. Subtotal (Lines 9 to 15)	251,246,037	4,673,754,152	3,260,179,022
Less:			
17. Net reinsurance recoveries	0	440,637,256	81,908,122
18. Total hospital and medical (Lines 16 minus 17)	251,246,037	4,233,116,896	3,178,270,900
19. Non-health claims (net)	0	0	0
20. Claims adjustment expenses, including \$199,415,023 cost containment expenses	0	241,452,076	173,071,151
21. General administrative expenses	0	505,296,529	421,461,917
22. Increase in reserves for life and accident and health contracts (including \$0 increase in reserves for life only)	0	4,504,336	(1,429,861)
23. Total underwriting deductions (Lines 18 through 22).....	251,246,037	4,984,369,837	3,771,374,107
24. Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	(37,223,885)	(77,124,740)
25. Net investment income earned (Exhibit of Net Investment Income, Line 17)	0	21,341,330	17,392,542
26. Net realized capital gains (losses) less capital gains tax of \$487,617	0	905,572	1,129,210
27. Net investment gains (losses) (Lines 25 plus 26)	0	22,246,902	18,521,752
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$0) (amount charged off \$0)]	0	0	0
29. Aggregate write-ins for other income or expenses	0	(200,886)	218,201
30. Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29)	XXX	(15,177,869)	(58,384,787)
31. Federal and foreign income taxes incurred	XXX	33,906,425	(19,857,862)
32. Net income (loss) (Lines 30 minus 31)	XXX	(49,084,294)	(38,526,925)
DETAILS OF WRITE-INS			
0601.	XXX		
0602.	XXX		
0603.	XXX		
0698. Summary of remaining write-ins for Line 6 from overflow page	XXX	0	0
0699. Totals (Lines 0601 thru 0603 plus 0698)(Line 6 above)	XXX	0	0
0701.	XXX		
0702.	XXX		
0703.	XXX		
0798. Summary of remaining write-ins for Line 7 from overflow page	XXX	0	0
0799. Totals (Lines 0701 thru 0703 plus 0798)(Line 7 above)	XXX	0	0
1401.			
1402.			
1403.			
1498. Summary of remaining write-ins for Line 14 from overflow page	0	0	0
1499. Totals (Lines 1401 thru 1403 plus 1498)(Line 14 above)	0	0	0
2901. Miscellaneous Income	0	7,222	218,201
2902. Loss on Disposal	0	(208,108)	0
2903.			
2998. Summary of remaining write-ins for Line 29 from overflow page	0	0	0
2999. Totals (Lines 2901 thru 2903 plus 2998)(Line 29 above)	0	(200,886)	218,201

STATEMENT OF REVENUE AND EXPENSES (Continued)

	1 Current Year	2 Prior Year
CAPITAL AND SURPLUS ACCOUNT		
33. Capital and surplus prior reporting year.....	379,244,173	307,941,776
34. Net income or (loss) from Line 32	(49,084,294)	(38,526,925)
35. Change in valuation basis of aggregate policy and claim reserves	0	0
36. Change in net unrealized capital gains (losses) less capital gains tax of \$13,793	(2,043,183)	(70,139)
37. Change in net unrealized foreign exchange capital gain or (loss)	0	0
38. Change in net deferred income tax	5,412,552	2,873,013
39. Change in nonadmitted assets	74,832,302	(22,971,125)
40. Change in unauthorized and certified reinsurance	0	0
41. Change in treasury stock	0	0
42. Change in surplus notes	0	0
43. Cumulative effect of changes in accounting principles.....	0	0
44. Capital Changes:		
44.1 Paid in	0	0
44.2 Transferred from surplus (Stock Dividend).....	0	0
44.3 Transferred to surplus.....	0	0
45. Surplus adjustments:		
45.1 Paid in	183,006,477	130,000,000
45.2 Transferred to capital (Stock Dividend)	0	0
45.3 Transferred from capital	0	0
46. Dividends to stockholders	0	0
47. Aggregate write-ins for gains or (losses) in surplus	(5,722,312)	(2,427)
48. Net change in capital and surplus (Lines 34 to 47)	206,401,542	71,302,397
49. Capital and surplus end of reporting period (Line 33 plus 48)	585,645,715	379,244,173
DETAILS OF WRITE-INS		
4701. Change in Unassigned Surplus due to Mergers of American Dental Providers of Arkansas, Inc. and CompBenefits of Alabama, Inc.	(5,722,312)	0
4702. Correction of Prior Period	0	(2,427)
4703.		
4798. Summary of remaining write-ins for Line 47 from overflow page	0	0
4799. Totals (Lines 4701 thru 4703 plus 4798)(Line 47 above)	(5,722,312)	(2,427)

CASH FLOW

	1	2
	Current Year	Prior Year
Cash from Operations		
1. Premiums collected net of reinsurance	4,900,661,595	3,650,513,213
2. Net investment income	24,982,653	22,189,509
3. Miscellaneous income	0	0
4. Total (Lines 1 through 3)	4,925,644,248	3,672,702,722
5. Benefit and loss related payments	4,142,378,171	3,129,631,021
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts	0	0
7. Commissions, expenses paid and aggregate write-ins for deductions	807,329,902	596,266,960
8. Dividends paid to policyholders	0	0
9. Federal and foreign income taxes paid (recovered) net of \$527,817 tax on capital gains (losses)	8,161,554	(4,250,889)
10. Total (Lines 5 through 9)	4,957,869,627	3,721,647,092
11. Net cash from operations (Line 4 minus Line 10)	(32,225,379)	(48,944,370)
Cash from Investments		
12. Proceeds from investments sold, matured or repaid:		
12.1 Bonds	262,447,179	205,852,058
12.2 Stocks	0	0
12.3 Mortgage loans	0	0
12.4 Real estate	0	0
12.5 Other invested assets	0	0
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments	7,148	6,728
12.7 Miscellaneous proceeds	1,588,150	0
12.8 Total investment proceeds (Lines 12.1 to 12.7)	264,042,477	205,858,786
13. Cost of investments acquired (long-term only):		
13.1 Bonds	454,473,652	311,419,000
13.2 Stocks	0	0
13.3 Mortgage loans	0	0
13.4 Real estate	0	0
13.5 Other invested assets	0	0
13.6 Miscellaneous applications	0	1,700,000
13.7 Total investments acquired (Lines 13.1 to 13.6)	454,473,652	313,119,000
14. Net increase (decrease) in contract loans and premium notes	0	0
15. Net cash from investments (Line 12.8 minus Line 13.7 minus Line 14)	(190,431,175)	(107,260,214)
Cash from Financing and Miscellaneous Sources		
16. Cash provided (applied):		
16.1 Surplus notes, capital notes	0	0
16.2 Capital and paid in surplus, less treasury stock	183,006,477	130,000,000
16.3 Borrowed funds	0	0
16.4 Net deposits on deposit-type contracts and other insurance liabilities	0	0
16.5 Dividends to stockholders	0	0
16.6 Other cash provided (applied)	123,792,235	48,858,672
17. Net cash from financing and miscellaneous sources (Lines 16.1 to 16.4 minus Line 16.5 plus Line 16.6)	306,798,712	178,858,672
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS		
18. Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17)	84,142,158	22,654,088
19. Cash, cash equivalents and short-term investments:		
19.1 Beginning of year	44,230,807	21,576,719
19.2 End of year (Line 18 plus Line 19.1)	128,372,965	44,230,807

Note: Supplemental disclosures of cash flow information for non-cash transactions:

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ANNUAL STATEMENT FOR THE YEAR 2014 OF THE Humana Health Plan, Inc.

ANALYSIS OF OPERATIONS BY LINES OF BUSINESS

	1	2	3	4	5	6	7	8	9	10
	Total	Comprehensive (Hospital & Medical)	Medicare Supplement	Dental Only	Vision Only	Federal Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other Health	Other Non-Health
1. Net premium income	4,952,063,856	821,478,467	0	5,508,781	3,039,215	133,167,023	3,871,119,601	117,648,469	102,300	0
2. Change in unearned premium reserves and reserve for rate credit	(4,917,904)	8,329,709	0	18,791	0	0	(3,870,409)	(9,395,995)	0	0
3. Fee-for-service (net of \$0 medical expenses)	0	0	0	0	0	0	0	0	0	XXX
4. Risk revenue	0	0	0	0	0	0	0	0	0	XXX
5. Aggregate write-ins for other health care related revenues	0	0	0	0	0	0	0	0	0	XXX
6. Aggregate write-ins for other non-health care related revenues	0	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	0
7. Total revenues (Lines 1 to 6)	4,947,145,952	829,808,176	0	5,527,572	3,039,215	133,167,023	3,867,249,192	108,252,474	102,300	0
8. Hospital/medical benefits	3,950,128,704	534,107,494	0	0	0	104,218,672	2,899,224,741	412,577,797	0	XXX
9. Other professional services	98,831,344	378,559	0	3,467,076	1,946,090	64,797	83,312,749	9,662,073	0	XXX
10. Outside referrals	0	0	0	0	0	0	0	0	0	XXX
11. Emergency room and out-of-area	120,052,548	41,795,130	0	0	0	0	77,524,588	732,830	0	XXX
12. Prescription drugs	504,323,841	116,692,647	0	0	0	18,862,257	293,062,177	75,706,760	0	XXX
13. Aggregate write-ins for other hospital and medical	0	0	0	0	0	0	0	0	0	XXX
14. Incentive pool, withhold adjustments and bonus amounts	417,715	0	0	0	0	0	417,715	0	0	XXX
15. Subtotal (Lines 8 to 14)	4,673,754,152	692,973,830	0	3,467,076	1,946,090	123,145,726	3,353,541,970	498,679,460	0	XXX
16. Net reinsurance recoveries	440,637,256	26,190,880	0	0	0	0	0	414,446,376	0	XXX
17. Total medical and hospital (Lines 15 minus 16)	4,233,116,896	666,782,950	0	3,467,076	1,946,090	123,145,726	3,353,541,970	84,233,084	0	XXX
18. Non-health claims (net)	0	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	0
19. Claims adjustment expenses including \$199,415,023 cost containment expenses	241,452,076	35,646,014	0	80,093	8,071	4,292,081	131,965,287	10,721,625	58,738,905	0
20. General administrative expenses	505,296,529	134,576,425	0	862,594	152,017	10,850,463	379,077,693	17,811,465	(38,034,128)	0
21. Increase in reserves for accident and health contracts	4,504,336	(1,654,664)	0	0	0	0	82,352	6,076,648	0	XXX
22. Increase in reserves for life contracts	0	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	0
23. Total underwriting deductions (Lines 17 to 22)	4,984,369,837	835,350,725	0	4,409,763	2,106,178	138,288,270	3,864,667,302	118,842,822	20,704,777	0
24. Total underwriting gain or (loss) (Line 7 minus Line 23)	(37,223,885)	(5,542,549)	0	1,117,809	933,037	(5,121,247)	2,581,890	(10,590,348)	(20,602,477)	0
DETAILS OF WRITE-INS										XXX
0501.										XXX
0502.										XXX
0503.										XXX
0598. Summary of remaining write-ins for Line 5 from overflow page	0	0	0	0	0	0	0	0	0	XXX
0599. Totals (Lines 0501 thru 0503 plus 0598) (Line 5 above)	0	0	0	0	0	0	0	0	0	XXX
0601.		XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	
0602.		XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	
0603.		XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	
0698. Summary of remaining write-ins for Line 6 from overflow page	0	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	0
0699. Totals (Lines 0601 thru 0603 plus 0698) (Line 6 above)	0	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	0
1301.										XXX
1302.										XXX
1303.										XXX
1398. Summary of remaining write-ins for Line 13 from overflow page	0	0	0	0	0	0	0	0	0	XXX
1399. Totals (Lines 1301 thru 1303 plus 1398) (Line 13 above)	0	0	0	0	0	0	0	0	0	XXX

UNDERWRITING AND INVESTMENT EXHIBIT

PART 1 - PREMIUMS

	1	2	3	4
Line of Business	Direct Business	Reinsurance Assumed	Reinsurance Ceded	Net Premium Income (Cols. 1 + 2 - 3)
1. Comprehensive (hospital and medical)	824,060,660	0	2,582,193	821,478,467
2. Medicare Supplement	0	0	0	0
3. Dental only	5,508,781	0	0	5,508,781
4. Vision only	3,039,215	0	0	3,039,215
5. Federal Employees Health Benefits Plan	133,167,023	0	0	133,167,023
6. Title XVIII - Medicare	3,871,245,572	0	125,971	3,871,119,601
7. Title XIX - Medicaid	585,008,199	0	467,359,730	117,648,469
8. Other health	102,300	0	0	102,300
9. Health subtotal (Lines 1 through 8)	5,422,131,750	0	470,067,894	4,952,063,856
10. Life	0	0	0	0
11. Property/casualty	0	0	0	0
12. Totals (Lines 9 to 11)	5,422,131,750	0	470,067,894	4,952,063,856

UNDERWRITING AND INVESTMENT EXHIBIT

PART 2 - CLAIMS INCURRED DURING THE YEAR

	1	2	3	4	5	6	7	8	9	10
	Total	Comprehensive (Hospital & Medical)	Medicare Supplement	Dental Only	Vision Only	Federal Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other Health	Other Non-Health
1. Payments during the year:										
1.1 Direct	4,490,237,009	678,021,943	.0	3,506,877	1,793,031	123,800,803	3,274,594,944	408,519,407	4	.0
1.2 Reinsurance assumed .....	.0	.0	.0	.0	.0	.0	.0	.0	.0	.0
1.3 Reinsurance ceded	349,921,862	1,965,471	.0	.0	.0	.0	.0	347,956,391	.0	.0
1.4 Net	4,140,315,147	676,056,472	.0	3,506,877	1,793,031	123,800,803	3,274,594,944	60,563,016	4	.0
2. Paid medical incentive pools and bonuses	(728,323)	.0	.0	.0	.0	.0	(728,323)	.0	.0	.0
3. Claim liability December 31, current year from Part 2A:										
3.1 Direct	528,212,192	75,237,058	.0	177,750	153,059	10,144,104	340,402,631	102,097,590	.0	.0
3.2 Reinsurance assumed .....	.0	.0	.0	.0	.0	.0	.0	.0	.0	.0
3.3 Reinsurance ceded	83,399,914	4,997,781	.0	.0	.0	.0	.0	78,402,133	.0	.0
3.4 Net	444,812,278	70,239,277	.0	177,750	153,059	10,144,104	340,402,631	23,695,457	.0	.0
4. Claim reserve December 31, current year from Part 2D:										
4.1 Direct	182,000	182,000	.0	.0	.0	.0	.0	.0	.0	.0
4.2 Reinsurance assumed .....	.0	.0	.0	.0	.0	.0	.0	.0	.0	.0
4.3 Reinsurance ceded .....	.0	.0	.0	.0	.0	.0	.0	.0	.0	.0
4.4 Net	182,000	182,000	.0	.0	.0	.0	.0	.0	.0	.0
5. Accrued medical incentive pools and bonuses, current year	1,288,595	1,963	.0	.0	.0	.0	1,286,632	.0	.0	.0
6. Net healthcare receivables (a)	14,060,591	738,519	.0	.0	.0	221,334	13,075,345	25,389	4	.0
7. Amounts recoverable from reinsurers December 31, current year	19,227,628	19,227,628	.0	.0	.0	.0	.0	.0	.0	.0
8. Claim liability December 31, prior year from Part 2A:										
8.1 Direct	331,073,173	59,567,652	.0	217,551	.0	10,577,847	248,797,975	11,912,148	.0	.0
8.2 Reinsurance assumed .....	.0	.0	.0	.0	.0	.0	.0	.0	.0	.0
8.3 Reinsurance ceded	11,912,148	.0	.0	.0	.0	.0	.0	11,912,148	.0	.0
8.4 Net	319,161,025	59,567,652	.0	217,551	.0	10,577,847	248,797,975	.0	.0	.0
9. Claim reserve December 31, prior year from Part 2D:										
9.1 Direct	161,000	161,000	.0	.0	.0	.0	.0	.0	.0	.0
9.2 Reinsurance assumed .....	.0	.0	.0	.0	.0	.0	.0	.0	.0	.0
9.3 Reinsurance ceded .....	.0	.0	.0	.0	.0	.0	.0	.0	.0	.0
9.4 Net	161,000	161,000	.0	.0	.0	.0	.0	.0	.0	.0
10. Accrued medical incentive pools and bonuses, prior year	142,557	1,963	.0	.0	.0	.0	140,594	.0	.0	.0
11. Amounts recoverable from reinsurers December 31, prior year	0	0	0	0	0	0	0	0	0	0
12. Incurred Benefits:										
12.1 Direct	4,673,336,437	692,973,830	.0	3,467,076	1,946,090	123,145,726	3,353,124,255	498,679,460	.0	.0
12.2 Reinsurance assumed .....	.0	.0	.0	.0	.0	.0	.0	.0	.0	.0
12.3 Reinsurance ceded	440,637,256	26,190,880	.0	.0	.0	.0	.0	414,446,376	.0	.0
12.4 Net	4,232,699,181	666,782,950	.0	3,467,076	1,946,090	123,145,726	3,353,124,255	84,233,084	.0	.0
13. Incurred medical incentive pools and bonuses	417,715	0	0	0	0	0	417,715	0	0	0

(a) Excludes \$6,107,500 loans or advances to providers not yet expensed.

UNDERWRITING AND INVESTMENT EXHIBIT

PART 2A - CLAIMS LIABILITY END OF CURRENT YEAR

	1	2	3	4	5	6	7	8	9	10
	Total	Comprehensive (Hospital & Medical)	Medicare Supplement	Dental Only	Vision Only	Federal Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other Health	Other Non-Health
1. Reported in Process of Adjustment:										
1.1 Direct	106,251,493	21,373,200	.0	90,474	153,059	840,057	62,975,923	20,818,780	.0	.0
1.2 Reinsurance assumed .....	.0	.0	.0	.0	.0	.0	.0	.0	.0	.0
1.3 Reinsurance ceded .....	.0	.0	.0	.0	.0	.0	.0	.0	.0	.0
1.4 Net	106,251,493	21,373,200	.0	90,474	153,059	840,057	62,975,923	20,818,780	.0	.0
2. Incurred but Unreported:										
2.1 Direct	345,796,533	52,871,033	.0	87,276	.0	9,202,230	202,358,704	81,277,290	.0	.0
2.2 Reinsurance assumed .....	.0	.0	.0	.0	.0	.0	.0	.0	.0	.0
2.3 Reinsurance ceded	83,398,394	4,997,781	.0	.0	.0	.0	.0	78,400,613	.0	.0
2.4 Net	262,398,139	47,873,252	.0	87,276	.0	9,202,230	202,358,704	2,876,677	.0	.0
3. Amounts Withheld from Paid Claims and Capitations:										
3.1 Direct	76,164,166	992,825	.0	.0	.0	101,817	75,068,004	1,520	.0	.0
3.2 Reinsurance assumed .....	.0	.0	.0	.0	.0	.0	.0	.0	.0	.0
3.3 Reinsurance ceded	1,520	.0	.0	.0	.0	.0	.0	1,520	.0	.0
3.4 Net	76,162,646	992,825	.0	.0	.0	101,817	75,068,004	.0	.0	.0
4. TOTALS:										
4.1 Direct	528,212,192	75,237,058	.0	177,750	153,059	10,144,104	340,402,631	102,097,590	.0	.0
4.2 Reinsurance assumed .....	.0	.0	.0	.0	.0	.0	.0	.0	.0	.0
4.3 Reinsurance ceded	83,399,914	4,997,781	.0	.0	.0	.0	.0	78,402,133	.0	.0
4.4 Net	444,812,278	70,239,277	0	177,750	153,059	10,144,104	340,402,631	23,695,457	0	0

UNDERWRITING AND INVESTMENT EXHIBIT

PART 2B - ANALYSIS OF CLAIMS UNPAID - PRIOR YEAR - NET OF REINSURANCE

Line of Business	Claims Paid During the Year		Claim Reserve and Claim Liability December 31 of Current Year		5	6
	1	2	3	4		
	On Claims Incurred Prior to January 1 of Current Year	On Claims Incurred During the Year	On Claims Unpaid December 31 of Prior Year	On Claims Incurred During the Year	Claims Incurred In Prior Years (Columns 1 + 3)	Estimated Claim Reserve and Claim Liability December 31 of Prior Year
1. Comprehensive (hospital and medical)	56,628,609	600,200,234	842,681	69,578,596	57,471,290	59,728,652
2. Medicare Supplement	0	0	0	0	0	0
3. Dental Only	779,285	2,727,593	10,349	167,401	789,634	217,551
4. Vision Only	0	1,793,031	0	153,059	0	0
5. Federal Employees Health Benefits Plan	9,892,862	113,907,941	901,737	9,242,367	10,794,599	10,577,847
6. Title XVIII - Medicare	208,308,234	3,066,286,710	3,463,434	336,939,197	211,771,668	248,797,975
7. Title XIX - Medicaid	0	60,563,016	0	23,695,457	0	0
8. Other health	0	4	0	0	0	0
9. Health subtotal (Lines 1 to 8)	275,608,990	3,845,478,529	5,218,201	439,776,077	280,827,191	319,322,025
10. Healthcare receivables (a)	0	30,555,020	0	0	0	16,494,428
11. Other non-health	0	0	0	0	0	0
12. Medical incentive pools and bonus amounts	0	(728,323)	0	1,288,595	0	142,557
13. Totals (Lines 9 - 10 + 11 + 12)	275,608,990	3,814,195,186	5,218,201	441,064,672	280,827,191	302,970,154

(a) Excludes \$6,107,500 loans or advances to providers not yet expensed.

UNDERWRITING AND INVESTMENT EXHIBIT

PART 2C - DEVELOPMENT OF PAID AND INCURRED HEALTH CLAIMS
(000 Omitted)

Section A - Paid Health Claims - Comprehensive (Hospital & Medical)

Year in Which Losses Were Incurred		Cumulative Net Amounts Paid				
		1 2010	2 2011	3 2012	4 2013	5 2014
1.	Prior	(42,993)	(564,508)	(1,789,148)	(1,789,639)	(2,646)
2.	2010	531,879	521,515	520,987	520,889	590,749
3.	2011	XXX	570,482	622,778	623,156	623,208
4.	2012	XXX	XXX	532,681	588,276	589,113
5.	2013	XXX	XXX	XXX	549,609	605,963
6.	2014	XXX	XXX	XXX	XXX	600,200

Section B - Incurred Health Claims - Comprehensive (Hospital & Medical)

Year in Which Losses Were Incurred		Sum of Cumulative Net Amount Paid and Claim Liability, Claim Reserve and Medical Incentive Pool and Bonuses Outstanding at End of Year				
		1 2010	2 2011	3 2012	4 2013	5 2014
1.	Prior	(561,695)	(564,453)	(1,789,148)	(1,789,639)	(2,646)
2.	2010	1,371,869	622,122	521,053	520,889	590,749
3.	2011	XXX	628,774	623,025	623,262	623,208
4.	2012	XXX	XXX	590,651	588,300	589,240
5.	2013	XXX	XXX	XXX	609,208	606,678
6.	2014	XXX	XXX	XXX	XXX	669,779

Section C - Incurred Year Health Claims and Claims Adjustment Expense Ratio - Comprehensive (Hospital & Medical)

Years in which Premiums were Earned and Claims were Incurred		1	2	3	4	5	6	7	8	9	10
		Premiums Earned	Claims Payment	Claim Adjustment Expense Payments	(Col. 3/2) Percent	Claim and Claim Adjustment Expense Payments (Col. 2 + 3)	(Col. 5/1) Percent	Claims Unpaid	Unpaid Claims Adjustment Expenses	Total Claims and Claims Adjustment Expense Incurred (Col. 5+7+8)	(Col. 9/1) Percent
1.	2010	727,113	590,749	5,618	1.0	596,367	82.0	0	0	596,367	82.0
2.	2011	793,513	623,208	5,927	1.0	629,135	79.3	0	0	629,135	79.3
3.	2012	762,498	589,113	5,602	1.0	594,715	78.0	127	6	594,848	78.0
4.	2013	759,108	605,963	5,763	1.0	611,726	80.6	715	32	612,473	80.7
5.	2014	821,478	600,200	5,708	1.0	605,908	73.8	69,579	3,122	678,609	82.6

UNDERWRITING AND INVESTMENT EXHIBIT

PART 2C - DEVELOPMENT OF PAID AND INCURRED HEALTH CLAIMS
(000 Omitted)

Section A - Paid Health Claims - Medicare Supplement

Year in Which Losses Were Incurred		Cumulative Net Amounts Paid				
		1 2010	2 2011	3 2012	4 2013	5 2014
1.	Prior	NONE				
2.	2010					
3.	2011					
4.	2012					
5.	2013					
6.	2014					
		XXX				
		XXX	XXX			
		XXX	XXX	XXX		
		XXX	XXX	XXX	XXX	

Section B - Incurred Health Claims - Medicare Supplement

Year in Which Losses Were Incurred		Sum of Cumulative Net Amount Paid and Claim Liability, Claim Reserve and Medical Incentive Pool and Bonuses Outstanding at End of Year				
		1 2010	2 2011	3 2012	4 2013	5 2014
1.	Prior	NONE				
2.	2010					
3.	2011					
4.	2012					
5.	2013					
6.	2014					
		XXX				
		XXX	XXX			
		XXX	XXX	XXX		
		XXX	XXX	XXX	XXX	

Section C - Incurred Year Health Claims and Claims Adjustment Expense Ratio - Medicare Supplement

Years in which Premiums were Earned and Claims were Incurred	1 Premiums Earned	2 Claims Payment	3 Claim Adjustment Expense Payment	4 (Col. 3/2) Percent	5 Claim and Claim Adjustment Expense Payments (Col. 2 + 3)	6 (Col. 5/1) Percent	7 Claims Unpaid	8 Unpaid Claims Adjustment Expenses	9 Total Claims and Claims Adjustment Expense Incurred (Col. 5+7+8)	10 (Col. 9/1) Percent
1. 2010			NONE							
2. 2011										
3. 2012										
4. 2013										
5. 2014										

UNDERWRITING AND INVESTMENT EXHIBIT

PART 2C - DEVELOPMENT OF PAID AND INCURRED HEALTH CLAIMS
(000 Omitted)

Section A - Paid Health Claims - Dental Only

Year in Which Losses Were Incurred		Cumulative Net Amounts Paid				
		1 2010	2 2011	3 2012	4 2013	5 2014
1.	Prior	0	0	0	0	4
2.	2010	802	0	0	0	907
3.	2011	XXX	1,635	1,709	1,709	1,779
4.	2012	XXX	XXX	2,880	3,027	3,117
5.	2013	XXX	XXX	XXX	2,964	3,839
6.	2014	XXX	XXX	XXX	XXX	2,727

Section B - Incurred Health Claims - Dental Only

Year in Which Losses Were Incurred		Sum of Cumulative Net Amount Paid and Claim Liability, Claim Reserve and Medical Incentive Pool and Bonuses Outstanding at End of Year				
		1 2010	2 2011	3 2012	4 2013	5 2014
1.	Prior	0	0	0	0	4
2.	2010	0	0	0	0	907
3.	2011	XXX	1,737	1,710	1,709	1,779
4.	2012	XXX	XXX	3,048	3,028	3,118
5.	2013	XXX	XXX	XXX	3,180	3,850
6.	2014	XXX	XXX	XXX	XXX	2,895

Section C - Incurred Year Health Claims and Claims Adjustment Expense Ratio - Dental Only

Years in which Premiums were Earned and Claims were Incurred	1 Premiums Earned	2 Claims Payment	3 Claim Adjustment Expense Payments	4 (Col. 3/2) Percent	5 Claim and Claim Adjustment Expense Payments (Col. 2 + 3)	6 (Col. 5/1) Percent	7 Claims Unpaid	8 Unpaid Claims Adjustment Expenses	9 Total Claims and Claims Adjustment Expense Incurred (Col. 5+7+8)	10 (Col. 9/1) Percent
1. 2010	1,635	907	9	1.0	916	56.0	0	0	916	56.0
2. 2011	3,065	1,779	17	1.0	1,796	58.6	0	0	1,796	58.6
3. 2012	4,778	3,117	30	1.0	3,147	65.9	0	0	3,147	65.9
4. 2013	4,808	3,839	37	1.0	3,876	80.6	10	0	3,886	80.8
5. 2014	5,509	2,727	26	1.0	2,753	50.0	168	1	2,922	53.0

UNDERWRITING AND INVESTMENT EXHIBIT

PART 2C - DEVELOPMENT OF PAID AND INCURRED HEALTH CLAIMS
(000 Omitted)

Section A - Paid Health Claims - Vision Only

Year in Which Losses Were Incurred		Cumulative Net Amounts Paid				
		1 2010	2 2011	3 2012	4 2013	5 2014
1.	Prior	0	0	0	0	0
2.	2010	249	0	0	0	249
3.	2011	XXX	346	346	346	346
4.	2012	XXX	XXX	456	456	456
5.	2013	XXX	XXX	XXX	781	781
6.	2014	XXX	XXX	XXX	XXX	1,793

Section B - Incurred Health Claims - Vision Only

Year in Which Losses Were Incurred		Sum of Cumulative Net Amount Paid and Claim Liability, Claim Reserve and Medical Incentive Pool and Bonuses Outstanding at End of Year				
		1 2010	2 2011	3 2012	4 2013	5 2014
1.	Prior	0	0	0	0	0
2.	2010	0	0	0	0	249
3.	2011	XXX	346	346	346	346
4.	2012	XXX	XXX	456	456	456
5.	2013	XXX	XXX	XXX	781	781
6.	2014	XXX	XXX	XXX	XXX	1,946

Section C - Incurred Year Health Claims and Claims Adjustment Expense Ratio - Vision Only

Years in which Premiums were Earned and Claims were Incurred	1 Premiums Earned	2 Claims Payment	3 Claim Adjustment Expense Payments	4 (Col. 3/2) Percent	5 Claim and Claim Adjustment Expense Payments (Col. 2 + 3)	6 (Col. 5/1) Percent	7 Claims Unpaid	8 Unpaid Claims Adjustment Expenses	9 Total Claims and Claims Adjustment Expense Incurred (Col. 5+7+8)	10 (Col. 9/1) Percent
1. 2010	303	249	2	0.8	251	82.8	0	0	251	82.8
2. 2011	609	346	3	0.9	349	57.3	0	0	349	57.3
3. 2012	805	456	4	0.9	460	57.1	0	0	460	57.1
4. 2013	1,069	781	7	0.9	788	73.7	0	0	788	73.7
5. 2014	3,039	1,793	17	0.9	1,810	59.6	153	0	1,963	64.6

UNDERWRITING AND INVESTMENT EXHIBIT

PART 2C - DEVELOPMENT OF PAID AND INCURRED HEALTH CLAIMS
(000 Omitted)

Section A - Paid Health Claims - Federal Employees Health Benefits Plan Premium

Year in Which Losses Were Incurred		Cumulative Net Amounts Paid				
		1 2010	2 2011	3 2012	4 2013	5 2014
1.	Prior	9,422	(88,229)	(280,954)	(280,954)	9,306
2.	2010	94,303	97,381	97,381	97,381	103,531
3.	2011	XXX	106,102	114,678	114,678	114,678
4.	2012	XXX	XXX	108,789	122,856	122,856
5.	2013	XXX	XXX	XXX	100,001	109,894
6.	2014	XXX	XXX	XXX	XXX	113,908

Section B - Incurred Health Claims - Federal Employees Health Benefits Plan Premium

Year in Which Losses Were Incurred		Sum of Cumulative Net Amount Paid and Claim Liability, Claim Reserve and Medical Incentive Pool and Bonuses Outstanding at End of Year				
		1 2010	2 2011	3 2012	4 2013	5 2014
1.	Prior	(87,758)	(88,223)	(280,954)	(280,954)	9,306
2.	2010	100,111	97,613	97,383	97,381	103,531
3.	2011	XXX	115,386	115,658	114,678	114,678
4.	2012	XXX	XXX	118,919	124,340	122,856
5.	2013	XXX	XXX	XXX	109,095	110,796
6.	2014	XXX	XXX	XXX	XXX	123,150

Section C - Incurred Year Health Claims and Claims Adjustment Expense Ratio - Federal Employees Health Benefits Plan Premium

Years in which Premiums were Earned and Claims were Incurred	1 Premiums Earned	2 Claims Payment	3 Claim Adjustment Expense Payments	4 (Col. 3/2) Percent	5 Claim and Claim Adjustment Expense Payments (Col. 2 + 3)	6 (Col. 5/1) Percent	7 Claims Unpaid	8 Unpaid Claims Adjustment Expenses	9 Total Claims and Claims Adjustment Expense Incurred (Col. 5+7+8)	10 (Col. 9/1) Percent
1. 2010	126,463	103,531	985	1.0	104,516	82.6	0	0	104,516	82.6
2. 2011	128,706	114,678	1,091	1.0	115,769	89.9	0	0	115,769	89.9
3. 2012	128,241	122,856	1,168	1.0	124,024	96.7	0	0	124,024	96.7
4. 2013	122,734	109,894	1,045	1.0	110,939	90.4	902	0	111,841	91.1
5. 2014	133,167	113,908	1,083	1.0	114,991	86.4	9,242	0	124,233	93.3

UNDERWRITING AND INVESTMENT EXHIBIT

PART 2C - DEVELOPMENT OF PAID AND INCURRED HEALTH CLAIMS
(000 Omitted)

Section A - Paid Health Claims - Title XVIII

Year in Which Losses Were Incurred		Cumulative Net Amounts Paid				
		1 2010	2 2011	3 2012	4 2013	5 2014
1.	Prior	70,409	(744,352)	(1,728,069)	(1,727,567)	69,533
2.	2010	852,710	814,761	812,752	813,489	928,134
3.	2011	XXX	1,115,270	1,219,287	1,217,730	1,218,039
4.	2012	XXX	XXX	1,698,467	1,855,472	1,852,812
5.	2013	XXX	XXX	XXX	2,246,240	2,456,969
6.	2014	XXX	XXX	XXX	XXX	3,066,287

Section B - Incurred Health Claims - Title XVIII

Year in Which Losses Were Incurred		Sum of Cumulative Net Amount Paid and Claim Liability, Claim Reserve and Medical Incentive Pool and Bonuses Outstanding at End of Year				
		1 2010	2 2011	3 2012	4 2013	5 2014
1.	Prior	(741,119)	(744,226)	(1,728,069)	(1,727,567)	69,533
2.	2010	1,230,713	815,762	812,831	813,489	928,134
3.	2011	XXX	1,230,713	1,220,786	1,217,836	1,218,039
4.	2012	XXX	XXX	1,877,886	1,857,825	1,853,182
5.	2013	XXX	XXX	XXX	2,492,722	2,460,062
6.	2014	XXX	XXX	XXX	XXX	3,404,513

Section C - Incurred Year Health Claims and Claims Adjustment Expense Ratio - Title XVIII

Years in which Premiums were Earned and Claims were Incurred	1 Premiums Earned	2 Claims Payment	3 Claim Adjustment Expense Payments	4 (Col. 3/2) Percent	5 Claim and Claim Adjustment Expense Payments (Col. 2 + 3)	6 (Col. 5/1) Percent	7 Claims Unpaid	8 Unpaid Claims Adjustment Expenses	9 Total Claims and Claims Adjustment Expense Incurred (Col. 5+7+8)	10 (Col. 9/1) Percent
1. 2010	1,111,020	928,134	8,827	1.0	936,961	84.3	0	0	936,961	84.3
2. 2011	1,427,242	1,218,039	11,584	1.0	1,229,623	86.2	0	0	1,229,623	86.2
3. 2012	2,104,142	1,852,812	17,620	1.0	1,870,432	88.9	371	5	1,870,808	88.9
4. 2013	2,793,722	2,456,969	23,366	1.0	2,480,335	88.8	3,093	38	2,483,466	88.9
5. 2014	3,871,120	3,066,287	29,160	1.0	3,095,447	80.0	338,226	4,121	3,437,794	88.8

UNDERWRITING AND INVESTMENT EXHIBIT

PART 2C - DEVELOPMENT OF PAID AND INCURRED HEALTH CLAIMS
(000 Omitted)

Section A - Paid Health Claims - Title XIX

Year in Which Losses Were Incurred		Cumulative Net Amounts Paid				
		1 2010	2 2011	3 2012	4 2013	5 2014
1.	Prior	0	0	(1, 161)	0	0
2.	2010	0	0	0	0	0
3.	2011	XXX	0	0	0	0
4.	2012	XXX	XXX	0	0	0
5.	2013	XXX	XXX	XXX	0	0
6.	2014	XXX	XXX	XXX	XXX	60,563

Section B - Incurred Health Claims - Title XIX

Year in Which Losses Were Incurred		Sum of Cumulative Net Amount Paid and Claim Liability, Claim Reserve and Medical Incentive Pool and Bonuses Outstanding at End of Year				
		1 2010	2 2011	3 2012	4 2013	5 2014
1.	Prior	0	0	(1, 161)	0	0
2.	2010	0	0	0	0	0
3.	2011	XXX	0	0	0	0
4.	2012	XXX	XXX	0	0	0
5.	2013	XXX	XXX	XXX	0	0
6.	2014	XXX	XXX	XXX	XXX	84,258

Section C - Incurred Year Health Claims and Claims Adjustment Expense Ratio - Title XIX

Years in which Premiums were Earned and Claims were Incurred	1 Premiums Earned	2 Claims Payment	3 Claim Adjustment Expense Payments	4 (Col. 3/2) Percent	5 Claim and Claim Adjustment Expense Payments (Col. 2 + 3)	6 (Col. 5/1) Percent	7 Claims Unpaid	8 Unpaid Claims Adjustment Expenses	9 Total Claims and Claims Adjustment Expense Incurred (Col. 5+7+8)	10 (Col. 9/1) Percent
1. 2010	0	0	0	0.0	0	0.0	0	0	0	0.0
2. 2011	0	0	0	0.0	0	0.0	0	0	0	0.0
3. 2012	0	0	0	0.0	0	0.0	0	0	0	0.0
4. 2013	1,619	0	0	0.0	0	0.0	0	0	0	0.0
5. 2014	117,648	60,563	576	1.0	61,139	52.0	23,695	85	84,919	72.2

UNDERWRITING AND INVESTMENT EXHIBIT

PART 2C - DEVELOPMENT OF PAID AND INCURRED HEALTH CLAIMS
(000 Omitted)

Section A - Paid Health Claims - Other

Year in Which Losses Were Incurred		Cumulative Net Amounts Paid				
		1 2010	2 2011	3 2012	4 2013	5 2014
1.	Prior	0	0	0	0	0
2.	2010	0	0	0	0	0
3.	2011	XXX	166	166	166	166
4.	2012	XXX	XXX	7	8	8
5.	2013	XXX	XXX	XXX	427	427
6.	2014	XXX	XXX	XXX	XXX	0

Section B - Incurred Health Claims - Other

Year in Which Losses Were Incurred		Sum of Cumulative Net Amount Paid and Claim Liability, Claim Reserve and Medical Incentive Pool and Bonuses Outstanding at End of Year				
		1 2010	2 2011	3 2012	4 2013	5 2014
1.	Prior	0	0	0	0	0
2.	2010	0	0	0	0	0
3.	2011	XXX	166	166	166	166
4.	2012	XXX	XXX	8	8	8
5.	2013	XXX	XXX	XXX	427	427
6.	2014	XXX	XXX	XXX	XXX	0

Section C - Incurred Year Health Claims and Claims Adjustment Expense Ratio - Other

Years in which Premiums were Earned and Claims were Incurred	1 Premiums Earned	2 Claims Payment	3 Claim Adjustment Expense Payments	4 (Col. 3/2) Percent	5 Claim and Claim Adjustment Expense Payments (Col. 2 + 3)	6 (Col. 5/1) Percent	7 Claims Unpaid	8 Unpaid Claims Adjustment Expenses	9 Total Claims and Claims Adjustment Expense Incurred (Col. 5+7+8)	10 (Col. 9/1) Percent
1. 2010	0	0	0	0.0	0	0.0	0	0	0	0.0
2. 2011	0	166	2	1.2	168	0.0	0	0	168	0.0
3. 2012	9	8	0	0.0	8	88.9	0	0	8	88.9
4. 2013	46	427	4	0.9	431	937.0	0	0	431	937.0
5. 2014	102	0	0	0.0	0	0.0	0	0	0	0.0

UNDERWRITING AND INVESTMENT EXHIBIT

PART 2C - DEVELOPMENT OF PAID AND INCURRED HEALTH CLAIMS
(000 Omitted)

Section A - Paid Health Claims - Grand Total

Year in Which Losses Were Incurred						Cumulative Net Amounts Paid				
						1 2010	2 2011	3 2012	4 2013	5 2014
1.	Prior	.....	.....	.....	.....	36,838	(1,397,089)	(3,799,332)	(3,798,160)	76,197
2.	2010	.....	.....	.....	.....	1,479,943	1,433,657	1,431,120	1,431,759	1,623,570
3.	2011	.....	.....	.....	.....	XXX	1,794,001	1,958,964	1,957,785	1,958,216
4.	2012	.....	.....	.....	.....	XXX	XXX	2,343,280	2,570,095	2,568,362
5.	2013	.....	.....	.....	.....	XXX	XXX	XXX	2,900,022	3,177,873
6.	2014	.....	.....	.....	.....	XXX	XXX	XXX	XXX	3,845,478

Section B - Incurred Health Claims - Grand Total

Year in Which Losses Were Incurred						Sum of Cumulative Net Amount Paid and Claim Liability, Claim Reserve and Medical Incentive Pool and Bonuses Outstanding at End of Year				
						1 2010	2 2011	3 2012	4 2013	5 2014
1.	Prior	.....	.....	.....	.....	(1,390,572)	(1,396,902)	(3,799,332)	(3,798,160)	76,197
2.	2010	.....	.....	.....	.....	2,702,693	1,535,497	1,431,267	1,431,759	1,623,570
3.	2011	.....	.....	.....	.....	XXX	1,977,122	1,961,691	1,957,997	1,958,216
4.	2012	.....	.....	.....	.....	XXX	XXX	2,590,968	2,573,957	2,568,860
5.	2013	.....	.....	.....	.....	XXX	XXX	XXX	3,215,413	3,182,594
6.	2014	.....	.....	.....	.....	XXX	XXX	XXX	XXX	4,286,541

Section C - Incurred Year Health Claims and Claims Adjustment Expense Ratio - Grand Total

Years in which Premiums were Earned and Claims were Incurred		1 Premiums Earned	2 Claims Payment	3 Claim Adjustment Expense Payments	4 (Col. 3/2) Percent	5 Claim and Claim Adjustment Expense Payments (Col. 2 + 3)	6 (Col. 5/1) Percent	7 Claims Unpaid	8 Unpaid Claims Adjustment Expenses	9 Total Claims and Claims Adjustment Expense Incurred (Col. 5+7+8)	10 (Col. 9/1) Percent
1.	2010	.....	.....	.....	1.0	1,639,011	83.3	0	0	1,639,011	83.3
2.	2011	.....	.....	.....	1.0	1,976,840	84.0	0	0	1,976,840	84.0
3.	2012	.....	.....	.....	1.0	2,592,786	86.4	498	11	2,593,295	86.4
4.	2013	.....	.....	.....	1.0	3,208,095	87.1	4,720	70	3,212,885	87.2
5.	2014	.....	.....	.....	1.0	3,882,048	78.4	441,063	7,329	4,330,440	87.4

UNDERWRITING AND INVESTMENT EXHIBIT

PART 2D - AGGREGATE RESERVE FOR ACCIDENT AND HEALTH CONTRACTS ONLY

	1	2	3	4	5	6	7	8	9
	Total	Comprehensive (Hospital & Medical)	Medicare Supplement	Dental Only	Vision Only	Federal Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
1. Unearned premium reserves	102,659	102,659	0	0	0	0	0	0	0
2. Additional policy reserves (a)	19,047,506	12,888,506	0	0	0	0	82,352	6,076,648	0
3. Reserve for future contingent benefits	0	0	0	0	0	0	0	0	0
4. Reserve for rate credits or experience rating refunds (including \$0) for investment income	17,402,566	339,314	0	0	0	0	7,667,257	9,395,995	0
5. Aggregate write-ins for other policy reserves	0	0	0	0	0	0	0	0	0
6. Totals (gross)	36,552,731	13,330,479	0	0	0	0	7,749,609	15,472,643	0
7. Reinsurance ceded	0	0	0	0	0	0	0	0	0
8. Totals (Net)(Page 3, Line 4)	36,552,731	13,330,479	0	0	0	0	7,749,609	15,472,643	0
9. Present value of amounts not yet due on claims	0	0	0	0	0	0	0	0	0
10. Reserve for future contingent benefits	182,000	182,000	0	0	0	0	0	0	0
11. Aggregate write-ins for other claim reserves	0	0	0	0	0	0	0	0	0
12. Totals (gross)	182,000	182,000	0	0	0	0	0	0	0
13. Reinsurance ceded	0	0	0	0	0	0	0	0	0
14. Totals (Net)(Page 3, Line 7)	182,000	182,000	0	0	0	0	0	0	0
DETAILS OF WRITE-INS									
0501.									
0502.									
0503.									
0598. Summary of remaining write-ins for Line 5 from overflow page.....	0	0	0	0	0	0	0	0	0
0599. Totals (Lines 0501 thru 0503 plus 0598) (Line 5 above)	0	0	0	0	0	0	0	0	0
1101.									
1102.									
1103.									
1198. Summary of remaining write-ins for Line 11 from overflow page	0	0	0	0	0	0	0	0	0
1199. Totals (Lines 1101 thru 1103 plus 1198) (Line 11 above)	0	0	0	0	0	0	0	0	0

(a) Includes \$7,564,000 premium deficiency reserve.

ANNUAL STATEMENT FOR THE YEAR 2014 OF THE Humana Health Plan, Inc.

UNDERWRITING AND INVESTMENT EXHIBIT

	Claim Adjustment Expenses		3	4	5
	1	2			
	Cost Containment Expenses	Other Claim Adjustment Expenses	General Administrative Expenses	Investment Expenses	Total
1. Rent (\$0 for occupancy of own building)	3,726,554	646,329	7,232,727	4,718	11,610,328
2. Salary, wages and other benefits	93,771,411	23,340,737	225,151,308	143,015	342,406,471
3. Commissions (less \$0 ceded plus \$0 assumed)	0	0	106,427,126	2,883	106,430,009
4. Legal fees and expenses	4,237,246	115,080	2,641,525	833	6,994,684
5. Certifications and accreditation fees	10,870	4,386	49,260	29	64,545
6. Auditing, actuarial and other consulting services	1,561,916	466,830	4,833,194	3,127	6,865,067
7. Traveling expenses	2,639,820	689,024	6,878,894	4,441	10,212,179
8. Marketing and advertising	8,123,299	2,184,469	23,675,782	15,442	33,998,992
9. Postage, express and telephone	7,253,252	1,840,176	19,358,836	12,578	28,464,842
10. Printing and office supplies	3,806,297	852,530	7,684,194	4,972	12,347,993
11. Occupancy, depreciation and amortization	385,797	103,918	1,167,649	757	1,658,121
12. Equipment	684,303	85,343	959,140	623	1,729,409
13. Cost or depreciation of EDP equipment and software	5,570,902	1,468,326	16,346,040	10,670	23,395,938
14. Outsourced services including EDP, claims, and other services	53,708,131	5,282,747	54,234,066	35,138	113,260,082
15. Boards, bureaus and association fees	147,353	38,099	400,410	257	586,119
16. Insurance, except on real estate	572,565	151,718	1,609,660	1,042	2,334,985
17. Collection and bank service charges	1,662,986	472,880	5,311,229	3,466	7,450,561
18. Group service and administration fees	3,049,042	1,983,827	14,104,547	0	19,137,416
19. Reimbursements by uninsured plans	0	0	(131,853,055)	0	(131,853,055)
20. Reimbursements from fiscal intermediaries	0	0	0	0	0
21. Real estate expenses	2,177,021	464,442	5,188,299	3,384	7,833,146
22. Real estate taxes	0	0	0	0	0
23. Taxes, licenses and fees:					
23.1 State and local insurance taxes	0	0	2,667,811	1	2,667,812
23.2 State premium taxes	0	0	4,291,575	55	4,291,630
23.3 Regulatory authority licenses and fees	0	0	6,417,289	2,550	6,419,839
23.4 Payroll taxes	0	0	13,364,489	8,605	13,373,094
23.5 Other (excluding federal income and real estate taxes)	0	0	83,171,334	553	83,171,887
24. Investment expenses not included elsewhere	4,795,893	1,358,703	15,052,569	9,789	21,216,954
25. Aggregate write-ins for expenses	1,530,365	487,489	8,930,631	2,516	10,951,001
26. Total expenses incurred (Lines 1 to 25)	199,415,023	42,037,053	505,296,529	271,444	(a) .....747,020,049
27. Less expenses unpaid December 31, current year ..	4,422,131	2,987,327	15,249,225	0	22,658,683
28. Add expenses unpaid December 31, prior year	3,840,164	2,022,733	7,889,368	0	13,752,265
29. Amounts receivable relating to uninsured plans, prior year	0	0	19,271,461	0	19,271,461
30. Amounts receivable relating to uninsured plans, current year	0	0	91,494,709	0	91,494,709
31. Total expenses paid (Lines 26 minus 27 plus 28 minus 29 plus 30)	198,833,056	41,072,459	570,159,920	271,444	810,336,879
DETAILS OF WRITE-INS					
2501. Miscellaneous Administrative Expenses	1,530,365	487,489	8,930,631	2,516	10,951,001
2502.					
2503.					
2598. Summary of remaining write-ins for Line 25 from overflow page	0	0	0	0	0
2599. Totals (Lines 2501 thru 2503 plus 2598)(Line 25 above)	1,530,365	487,489	8,930,631	2,516	10,951,001

(a) Includes management fees of \$594,777,349 to affiliates and \$0 to non-affiliates.

EXHIBIT OF NET INVESTMENT INCOME

		1	2
		Collected During Year	Earned During Year
1.	U.S. government bonds	(a) .....225,752	.....233,602
1.1	Bonds exempt from U.S. tax	(a) .....0	.....0
1.2	Other bonds (unaffiliated)	(a) .....20,202,759	.....20,973,780
1.3	Bonds of affiliates	(a) .....0	.....0
2.1	Preferred stocks (unaffiliated)	(b) .....0	.....0
2.11	Preferred stocks of affiliates	(b) .....0	.....0
2.2	Common stocks (unaffiliated) .....	.....0	.....0
2.21	Common stocks of affiliates .....	.....0	.....0
3.	Mortgage loans	(c) .....261,280	.....261,280
4.	Real estate	(d) .....0	.....0
5	Contract Loans .....	.....0	.....0
6	Cash, cash equivalents and short-term investments	(e) .....152,393	.....152,344
7	Derivative instruments	(f) .....0	.....0
8.	Other invested assets .....	.....0	.....0
9.	Aggregate write-ins for investment income .....	.....(8,232)	.....(8,232)
10.	Total gross investment income	20,833,952	21,612,774
11.	Investment expenses		(g) .....259,680
12.	Investment taxes, licenses and fees, excluding federal income taxes		(g) .....11,764
13.	Interest expense		(h) .....0
14.	Depreciation on real estate and other invested assets		(i) .....0
15.	Aggregate write-ins for deductions from investment income .....		.....0
16.	Total deductions (Lines 11 through 15) .....		.....271,444
17.	Net investment income (Line 10 minus Line 16)		21,341,330
DETAILS OF WRITE-INS			
0901.	Miscellaneous Investment Expenses .....	.....(8,232)	.....(8,232)
0902.	.....	
0903.	.....	
0998.	Summary of remaining write-ins for Line 9 from overflow page .....	.....0	.....0
0999.	Totals (Lines 0901 thru 0903 plus 0998) (Line 9, above)	.....(8,232)	.....(8,232)
1501.	.....	
1502.	.....	
1503.	.....	
1598.	Summary of remaining write-ins for Line 15 from overflow page .....		.....0
1599.	Totals (Lines 1501 thru 1503 plus 1598) (Line 15, above)		.....0

- (a) Includes \$976,615 accrual of discount less \$5,373,269 amortization of premium and less \$853,904 paid for accrued interest on purchases.
- (b) Includes \$0 accrual of discount less \$0 amortization of premium and less \$0 paid for accrued dividends on purchases.
- (c) Includes \$0 accrual of discount less \$0 amortization of premium and less \$0 paid for accrued interest on purchases.
- (d) Includes \$0 for company's occupancy of its own buildings; and excludes \$0 interest on encumbrances.
- (e) Includes \$96,537 accrual of discount less \$3,373 amortization of premium and less \$85,196 paid for accrued interest on purchases.
- (f) Includes \$0 accrual of discount less \$0 amortization of premium.
- (g) Includes \$.259,680 investment expenses and \$11,764 investment taxes, licenses and fees, excluding federal income taxes, attributable to segregated and Separate Accounts.
- (h) Includes \$0 interest on surplus notes and \$0 interest on capital notes.
- (i) Includes \$0 depreciation on real estate and \$0 depreciation on other invested assets.

EXHIBIT OF CAPITAL GAINS (LOSSES)

		1	2	3	4	5
		Realized Gain (Loss) On Sales or Maturity	Other Realized Adjustments	Total Realized Capital Gain (Loss) (Columns 1 + 2)	Change in Unrealized Capital Gain (Loss)	Change in Unrealized Foreign Exchange Capital Gain (Loss)
1.	U.S. Government bonds .....	.....0	.....0	.....0	.....0	.....0
1.1	Bonds exempt from U.S. tax .....	.....0	.....0	.....0	.....0	.....0
1.2	Other bonds (unaffiliated) .....	.....1,247,891	.....0	.....1,247,891	.....39,424	.....0
1.3	Bonds of affiliates .....	.....0	.....0	.....0	.....0	.....0
2.1	Preferred stocks (unaffiliated) .....	.....0	.....0	.....0	.....0	.....0
2.11	Preferred stocks of affiliates .....	.....0	.....0	.....0	.....0	.....0
2.2	Common stocks (unaffiliated) .....	.....0	.....0	.....0	.....0	.....0
2.21	Common stocks of affiliates .....	.....0	.....0	.....0	.....(2,068,814)	.....0
3.	Mortgage loans .....	.....0	.....0	.....0	.....0	.....0
4.	Real estate .....	.....0	.....0	.....0	.....0	.....0
5.	Contract loans .....	.....0	.....0	.....0	.....0	.....0
6.	Cash, cash equivalents and short-term investments .....	.....7,148	.....0	.....7,148	.....0	.....0
7.	Derivative instruments .....	.....0	.....0	.....0	.....0	.....0
8.	Other invested assets .....	.....0	.....0	.....0	.....0	.....0
9.	Aggregate write-ins for capital gains (losses) .....	.....138,150	.....0	.....138,150	.....0	.....0
10.	Total capital gains (losses)	1,393,189	0	1,393,189	(2,029,390)	0
DETAILS OF WRITE-INS						
0901.	Other Realized Gain .....	.....138,150	.....0	.....138,150	.....0	.....0
0902.	.....				
0903.	.....				
0998.	Summary of remaining write-ins for Line 9 from overflow page .....	.....0	.....0	.....0	.....0	.....0
0999.	Totals (Lines 0901 thru 0903 plus 0998) (Line 9, above)	138,150	0	138,150	0	0

EXHIBIT OF NON-ADMITTED ASSETS

	1	2	3
	Current Year Total Nonadmitted Assets	Prior Year Total Nonadmitted Assets	Change in Total Nonadmitted Assets (Col. 2 - Col. 1)
1. Bonds (Schedule D)	0	0	0
2. Stocks (Schedule D):			
2.1 Preferred stocks	0	0	0
2.2 Common stocks	0	0	0
3. Mortgage loans on real estate (Schedule B):			
3.1 First liens	0	0	0
3.2 Other than first liens.....	0	0	0
4. Real estate (Schedule A):			
4.1 Properties occupied by the company	0	0	0
4.2 Properties held for the production of income.....	0	0	0
4.3 Properties held for sale	0	0	0
5. Cash (Schedule E - Part 1), cash equivalents (Schedule E - Part 2) and short-term investments (Schedule DA)	0	0	0
6. Contract loans	0	0	0
7. Derivatives (Schedule DB)	0	0	0
8. Other invested assets (Schedule BA)	0	0	0
9. Receivables for securities	0	0	0
10. Securities lending reinvested collateral assets (Schedule DL)	0	0	0
11. Aggregate write-ins for invested assets	0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11)	0	0	0
13. Title plants (for Title insurers only)	0	0	0
14. Investment income due and accrued	0	0	0
15. Premiums and considerations:			
15.1 Uncollected premiums and agents' balances in the course of collection	1,803,694	1,201,407	(602,287)
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due	0	0	0
15.3 Accrued retrospective premiums	0	0	0
16. Reinsurance:			
16.1 Amounts recoverable from reinsurers	0	0	0
16.2 Funds held by or deposited with reinsured companies	0	0	0
16.3 Other amounts receivable under reinsurance contracts	0	0	0
17. Amounts receivable relating to uninsured plans	106,903	127,765	20,862
18.1 Current federal and foreign income tax recoverable and interest thereon	0	0	0
18.2 Net deferred tax asset	30,031,679	70,870,163	40,838,484
19. Guaranty funds receivable or on deposit	0	0	0
20. Electronic data processing equipment and software	0	166,142	166,142
21. Furniture and equipment, including health care delivery assets	6,367,841	5,219,435	(1,148,406)
22. Net adjustment in assets and liabilities due to foreign exchange rates	0	0	0
23. Receivable from parent, subsidiaries and affiliates	0	0	0
24. Health care and other amounts receivable	16,904,198	19,345,347	2,441,149
25. Aggregate write-ins for other than invested assets	74,904,325	108,020,683	33,116,358
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	130,118,640	204,950,942	74,832,302
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts	0	0	0
28. Total (Lines 26 and 27)	130,118,640	204,950,942	74,832,302
DETAILS OF WRITE-INS			
1101.	0	0	0
1102.	0	0	0
1103.	0	0	0
1198. Summary of remaining write-ins for Line 11 from overflow page	0	0	0
1199. Totals (Lines 1101 thru 1103 plus 1198)(Line 11 above)	0	0	0
2501. Goodwill	61,739,347	80,261,152	18,521,805
2502. Prepaid Commissions	7,680,766	25,077,808	17,397,042
2503. Provider Contracts	2,847,901	0	(2,847,901)
2598. Summary of remaining write-ins for Line 25 from overflow page	2,636,311	2,681,723	45,412
2599. Totals (Lines 2501 thru 2503 plus 2598)(Line 25 above)	74,904,325	108,020,683	33,116,358

EXHIBIT 1 - ENROLLMENT BY PRODUCT TYPE FOR HEALTH BUSINESS ONLY

Source of Enrollment	Total Members at End of					6 Current Year Member Months
	1 Prior Year	2 First Quarter	3 Second Quarter	4 Third Quarter	5 Current Year	
1. Health Maintenance Organizations	477,051	462,473	506,161	555,984	579,579	6,124,153
2. Provider Service Organizations	0	0	0	0	0	0
3. Preferred Provider Organizations	61,546	75,093	77,717	77,799	81,445	927,330
4. Point of Service	14,318	122,615	122,168	115,688	119,885	1,435,323
5. Indemnity Only	0	0	0	0	0	0
6. Aggregate write-ins for other lines of business.....	33,088	41,481	44,919	45,404	42,556	487,850
7. Total	586,003	701,662	750,965	794,875	823,465	8,974,656
DETAILS OF WRITE-INS						
0601. Dental	22,980	25,890	27,746	27,184	23,950	283,453
0602. Vision	10,108	15,591	17,173	18,220	18,606	204,397
0603.	0	0	0	0	0	0
0698. Summary of remaining write-ins for Line 6 from overflow page	0	0	0	0	0	0
0699. Totals (Lines 0601 thru 0603 plus 0698) (Line 6 above)	33,088	41,481	44,919	45,404	42,556	487,850

STATEMENT AS OF December 31, 2014 OF Humana Health Plan, Inc.

NOTES TO THE FINANCIAL STATEMENTS

1. Summary of Significant Accounting Policies

A. Accounting Practices

The financial statements of the Company are presented on the basis of accounting practices prescribed or permitted by the Commonwealth of Kentucky Department of Insurance.

The Commonwealth of Kentucky Department of Insurance recognizes only statutory accounting practices prescribed or permitted by the State of Kentucky for determining and reporting the financial condition and results of operations of an insurance company, for determining its solvency under the Kentucky Insurance Law. The National Association of Insurance Commissioners' (NAIC) Accounting Practices and Procedures manual (NAIC SAP) has been adopted as a component of prescribed or permitted practices by the State of Kentucky. The Commissioner of Insurance has the right to permit other specific practices that deviate from prescribed practices. No deviations exist.

A reconciliation of the Company's net income and capital and surplus between NAIC SAP and practices prescribed and permitted by the State of Kentucky is shown below:

	State of Domicile	2014	2013
Net Loss			
1. Humana Health Plan, Inc. Kentucky basis	KY	\$ (49,084,294)	\$ (38,526,925)
2. State Prescribed Practices that increase/(decrease) NAIC SAP	KY	-	-
3. State Permitted Practices that increase/(decrease) NAIC SAP	KY	-	-
4. NAIC SAP	KY	\$ <u>(49,084,294)</u>	\$ <u>(38,526,925)</u>
Surplus			
5. Humana Health Plan, Inc. Kentucky basis	KY	\$ 585,645,715	\$ 379,244,173
6. State Prescribed Practices that increase/(decrease) NAIC SAP	KY	-	-
7. State Permitted Practices that increase/(decrease) NAIC SAP	KY	-	-
8. NAIC SAP	KY	\$ <u>585,645,715</u>	\$ <u>379,244,173</u>

B. Use of Estimates in the Preparation of the Financial Statements

The preparation of financial statements in conformity with Statutory Accounting Principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities. It also requires disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the period. These estimates are based on knowledge of current events and anticipated future events, and accordingly, actual results could differ from those estimates.

C. Accounting Policy

Premiums are reported as earned in the period in which members are entitled to receive services, and are net of retroactive membership adjustments. Retroactive membership adjustments result from enrollment changes not yet processed, or not yet reported by an employer group or the government. Premiums received prior to such period are recorded as advance premiums.

Benefits incurred and loss adjustment expenses include claim payments, capitation payments, pharmacy costs net of rebates, allocations of certain centralized expenses, legal and administrative costs to settle claims, and various other costs incurred to provide health insurance coverage to members, as well as estimates of future payments to hospitals and others for medical care provided prior to the date of the statements of admitted assets, liabilities and surplus. Capitation payments represent monthly contractual fees disbursed to participating primary care physicians, and other providers who are responsible for providing medical care to members. Pharmacy costs represent payments for members' prescription drug benefits, net of rebates from drug manufacturers.

In addition, the Company uses the following accounting policies:

- (1) Short-term investments include investments mainly in U.S. Government obligations with a maturity of twelve months or less from the date of purchase. Short-term investments are recorded at amortized cost. The carrying value of short-term investments approximates fair value due to the short-term maturities of the investments.
- (2-4) Investments are valued and classified in accordance with methods prescribed by the NAIC. Bonds with an NAIC rating of 1 or 2 are carried at amortized cost, with all other bonds being recorded at the lower of amortized cost or fair value; redeemable preferred stocks are carried at amortized cost; and non-redeemable preferred stocks are carried at fair value. Common stocks are carried at fair value.

The Company regularly evaluates investment securities for impairment. For all securities other than loan-backed and structured securities, the Company considers factors affecting the investee, factors affecting the industry the investee operates within, and general debt and equity market trends. The Company also considers the length of time an investment's fair value has been below carrying value, the near term prospects for recovery to carrying value, and the Company's intent and ability to hold the investment until maturity or market recovery is realized. If and when a determination is made that a decline in fair value below the cost basis is other-than-temporary, the related investment is written down to its estimated fair value through earnings.

Amortization of bond premium or discount is computed using the scientific interest method.

Income from investments is recorded on an accrual basis. For the purpose of determining realized gains and losses, the cost of securities sold is based upon specific identification. Investment income due and accrued over 90 days past due is nonadmitted.

STATEMENT AS OF December 31, 2014 OF Humana Health Plan, Inc.

NOTES TO THE FINANCIAL STATEMENTS

- (5) The Company estimates the fair value of its investments in mortgage loans on real estate using a discounted cash flow method based on rating, maturity and future income when compared to the expected yield for mortgages having similar characteristics. The rating for mortgages in good standing is based on property type, location, market conditions, occupancy, debt service coverage, loan to value, caliber of tenancy, borrower and payment record. Problem mortgages are priced to reflect their monetary value to the Company, considering such things as the degree of default, whether or not the payments are still being made, interest rate, maturity and operating performance of the underlying collateral.
- (6) For loan backed and structured securities where the securities fair value is less than the amortized cost, the Company considers several factors to determine if the security's impairment is other-than-temporary. If the Company has the intent to sell the security or if the Company does not have the intent and ability to retain the security until recovery of its fair value, the related investment is written down to its estimated fair value through earnings. If, however, the Company has the intent and ability to retain the security until recovery of its fair value, the Company considers factors affecting the investee, factors affecting the industry the investee operates within, and general debt and equity market trends. The Company also considers the length of time an investment's fair value has been below carrying value and the near term prospects for recovery to carrying value. If the determination is made, based on these factors, that the Company does expect to recover the entire amortized cost of the security, then an other-than-temporary impairment has not occurred. If, however, the determination is made that the Company does not expect to recover the entire amortized cost of the security based on the factors noted above, the Company recognizes a realized loss in earnings for the non-interest related decline. No loss is recognized for the interest impairment.
- (7) The Company accounts for its investments in subsidiaries using the audited statutory equity method of accounting.
- (8) Not Applicable.
- (9) Not Applicable.
- (10-11) The estimates of future medical benefit payments are developed using actuarial methods and assumptions based upon claim payment patterns, medical cost inflation, historical development such as claim inventory levels and claim receipt patterns, and other relevant factors. Corresponding administrative costs to process outstanding claims are estimated and accrued. Estimates of future payments relating to services incurred in the current and prior periods are continually reviewed by management and adjusted as necessary.

The Company assesses the profitability of its contracts for providing health insurance coverage to its members when current operating results or forecasts indicate probable future losses. The Company records a premium deficiency liability in current operations to the extent that the sum of expected future medical costs, claim adjustment expenses and maintenance costs exceed related future premiums. Investment income is not contemplated in the calculation of the premium deficiency liability.

Management believes the Company's benefits payable and loss adjustment expense are adequate to cover future claims and loss adjustment expense payments required, however, such estimates are based on knowledge of current events and anticipated future events and, therefore, the actual liability could differ from the amounts provided.

- (12) The Company has not modified its capitalization policy from the prior period.
- Equipment is stated at cost less accumulated depreciation. Depreciation expense is computed using the straight-line method over estimated useful lives generally ranging from three to five years. Improvements to leased facilities are depreciated over the shorter of the remaining lease term or the anticipated life of the improvement.
- The Company recognizes an asset or liability for the deferred tax consequences of temporary differences between the tax bases of assets or liabilities and their reported amounts in the financial statements. The temporary differences will result in taxable or deductible amounts in future years when the reported amounts of the assets or liabilities are recovered or settled.
- (13) The Company estimates anticipated Pharmacy Rebate Receivables using the analysis of historical recovery patterns.
- (14) Not Applicable.
- (15) Not Applicable.

2. Accounting Changes and Corrections of Errors

Not Applicable.

3. Business Combinations and Goodwill

A. Statutory Purchase Method

On April 30, 2008, the Company acquired UnitedHealth Group's Las Vegas, Nevada individual SecureHorizons Medicare Advantage HMO customer and provider contracts, or SecureHorizons, for cash consideration of approximately \$185,300,000. In accordance with SSAP No. 20, Nonadmitted Assets, the \$185,300,000 of intangible assets were recorded as nonadmitted assets. Goodwill amortization expense relating to the purchase of SecureHorizons was \$18,521,805 for the year ended December 31, 2014.

B. Statutory Merger

- a. With the approval from the Commonwealth of Kentucky Department of Insurance, American Dental Providers of Arkansas, Inc. and CompBenefits of Alabama, Inc. merged with Humana Health Plan, Inc. on December 31, 2014.

STATEMENT AS OF December 31, 2014 OF Humana Health Plan, Inc.

NOTES TO THE FINANCIAL STATEMENTS

- b.

This transaction was accounted for as a statutory merger in accordance with SSAP No. 68, *Business Combinations & Goodwill* (“SSAP No. 68”).
- c.

Prior to the December 31, 2014 mergers, Humana Inc., the parent of American Dental Providers of Arkansas, Inc. and CompBenefits of Alabama, Inc., owned all 100,000 and 25,000, shares of outstanding common stock of American Dental Providers of Arkansas, Inc. and CompBenefits of Alabama, Inc., respectively and Humana Inc., the parent of Humana Health Plan, Inc., owned all 2,248,000 shares of outstanding common stock of Humana Health Plan, Inc. Effective upon the mergers, the 100,000 and 25,000 shares of American Dental Providers of Arkansas, Inc. and CompBenefits of Alabama, Inc.’s outstanding stock were retired.
- d.

Pre-merger separate company revenue and net income for the twelve months ended December 31, 2014 (unaudited) were \$(2,364) and \$224,782 and \$(21,664) and \$34,511, respectively for American Dental Providers of Arkansas, Inc. and CompBenefits of Alabama, Inc. and \$4,946,923,534 and \$(49,097,141), respectively for Humana Health Plan, Inc.
- e.

SSAP No. 3, Accounting Changes and Corrections of Errors (“SSAP No. 3”) requires prior year amounts to be restated as if the merger had occurred as of January 1, 2013 unless the merging entities, American Dental Providers of Arkansas, Inc. and CompBenefits of Alabama, Inc., met the definition of a shell company. American Dental Providers of Arkansas, Inc. and CompBenefits of Alabama, Inc. met the definition of a shell company and thus no prior year restatement has been performed. Since prior year was not restated, Humana Health Plan, Inc.'s surplus was adjusted for American Dental Providers of Arkansas, Inc. and CompBenefits of Alabama, Inc.'s pre-merger surplus balances.
- C.

Assumption Reinsurance

Not Applicable.
- D.

Impairment Loss

Not Applicable.
4.

Discontinued Operations

Not Applicable.
5.

Investments

A.

Mortgage Loans, Including Mezzanine Real Estate Loans

(1)

The maximum and minimum lending rates for the mortgage loan in 2014 were 1.13 percent and 0.93 percent.

(2)

The maximum percentage of the loan to the value of the security at any time of the loan, exclusive of insured or guaranteed or purchase-money mortgages was 100 percent.

(3)

Taxes, assessments and any amounts advanced and not included in the mortgage loan total	<u>Current Year</u>	<u>Prior Year</u>
	\$ -	\$ -
- 26.2

STATEMENT AS OF December 31, 2014 OF Humana Health Plan, Inc.

NOTES TO THE FINANCIAL STATEMENTS

(4) Age Analysis of Mortgage Loans:

	Farm		Residential Insured All Other		Commercial Insured All Other		Mezzanine	Total
a. Current Year								
1. Recorded								
Investment (All)								
(a) Current	\$	-	\$	-	\$	-	\$ 27,600,000	\$ - \$ 27,600,000
(b) 30-59 Days Past Due		-		-		-	-	-
(c) 60-89 Days Past Due		-		-		-	-	-
(d) 90-179 Days Past Due		-		-		-	-	-
(e) 180+ Days Past Due		-		-		-	-	-
2. Accruing Interest 90-179 Days Past Due								
(a) Recorded								
Investment	\$	-	\$	-	\$	-	\$ -	\$ -
(b) Interest Accrued		-		-		-	-	-
3. Accruing Interest 180+ Days Past Due								
(a) Recorded								
Investment	\$	-	\$	-	\$	-	\$ -	\$ -
(b) Interest Accrued		-		-		-	-	-
4. Interest Reduced								
(a) Recorded								
Investment	\$	-	\$	-	\$	-	\$ -	\$ -
(b) Number of Loans		-		-		-	-	-
(c) Percent Reduced		-%		-%		-%	-%	-%
b. Prior Year								
1. Recorded								
Investment (All)								
(a) Current	\$	-	\$	-	\$	-	\$ 27,600,000	\$ - \$ 27,600,000
(b) 30-59 Days Past Due		-		-		-	-	-
(c) 60-89 Days Past Due		-		-		-	-	-
(d) 90-179 Days Past Due		-		-		-	-	-
(e) 180+ Days Past Due		-		-		-	-	-
2. Accruing Interest 90-179 Days Past Due								
(a) Recorded								
Investment	\$	-	\$	-	\$	-	\$ -	\$ -
(b) Interest Accrued		-		-		-	-	-
3. Accruing Interest 180+ Days Past Due								
(a) Recorded								
Investment	\$	-	\$	-	\$	-	\$ -	\$ -
(b) Interest Accrued		-		-		-	-	-
4. Interest Reduced								
(a) Recorded								
Investment	\$	-	\$	-	\$	-	\$ -	\$ -
(b) Number of Loans		-		-		-	-	-
(c) Percent Reduced		-%		-%		-%	-%	-%

(5) Investment in Impaired Loans With or Without Allowance for Credit Losses

Not Applicable.

(6) Investment in Impaired Loans – Average Recorded Investment, Interest Income Recognized, Recorded Investment on Nonaccrual Status and Amount of Interest Income Recognized Using a Cash-Basis Method of Accounting

Not Applicable.

(7) Allowance for Credit Losses

Not Applicable.

(8) Not Applicable.

B. Debt Restructuring

Not Applicable.

C. Reverse Mortgages

Not Applicable.

D. Loan-Backed Securities

(1) Not Applicable.

(2) Not Applicable.

(3) Not Applicable.

STATEMENT AS OF December 31, 2014 OF Humana Health Plan, Inc.

NOTES TO THE FINANCIAL STATEMENTS

(4) The Company does not have any investments in an other-than-temporary impairment position at December 31, 2014.

Gross unrealized losses and related fair value of temporarily impaired securities that have been in a continuous unrealized loss position were as follows at December 31, 2014:

(a) The aggregate amount of unrealized losses:		
1. Less than Twelve Months	\$	(201,056)
2. Twelve Months or Longer	\$	(4,118,210)
(b) The aggregate related fair value of securities with unrealized losses:		
1. Less than Twelve Months	\$	13,031,889
2. Twelve Months or Longer	\$	100,310,364

The unrealized losses at December 31, 2014 were primarily due to increases in market interest rates and tighter liquidity conditions in the current markets than when the securities were purchased. All issuers of securities trading at an unrealized loss remain current on all contractual payments and the Company believes it is probable that all amounts due according to the contractual terms of the debt securities are collectible. After taking into account these and other factors, including the severity of the decline and the Company’s ability and intent to hold these securities until recovery or maturity, the Company determined the unrealized losses on these investment securities were temporary and, as such, no impairment was required.

(5) Not Applicable.

E. Repurchase Agreements and/or Securities Lending Transactions

- (1) The Company has no repurchase agreements or securities lending transactions.
- (2) The Company has not pledged any of its assets as collateral.
- (3-7) Not Applicable.

F. Real Estate

Not Applicable.

G. Low-Income Housing Tax Credits (LIHTC)

Not Applicable.

H. Restricted Assets

(1) Restricted Assets (Including Pledged)

Restricted Asset Category	Total Gross Restricted from Current Year	Total Gross Restricted from Prior Year	Increase/ (Decrease)	Total Current Year Admitted Restricted	Percentage Gross Restricted to Total Assets	Percentage Admitted Restricted to Total Admitted Assets
a. Subject to contractual obligation for which liability is not shown	\$ -	\$ -	\$ -	\$ -	-%	-%
b. Collateral held under security lending agreements	-	-	-	-	-	-
c. Subject to repurchase agreements	-	-	-	-	-	-
d. Subject to reverse repurchase agreements	-	-	-	-	-	-
e. Subject to dollar repurchase agreements	-	-	-	-	-	-
f. Subject to dollar reverse repurchase agreements	-	-	-	-	-	-
g. Placed under option contracts	-	-	-	-	-	-
h. Letter stock or securities restricted to sale – excluding FHLB capital stock	-	-	-	-	-	-
i. FHLB capital stock	-	-	-	-	-	-
j. On deposit with states	17,082,654	16,009,445	1,073,209	17,082,654	1.22%	1.34%
k. On deposit with other regulatory bodies	-	-	-	-	-	-
l. Pledged collateral to FHLB (including assets backing funding agreements)	-	-	-	-	-	-
m. Pledged as collateral not captured in other categories	-	-	-	-	-	-
n. Other restricted assets	-	-	-	-	-	-
o. Total Restricted Assets	\$ 17,082,654	\$ 16,009,445	\$ 1,073,209	\$ 17,082,654	1.22%	1.34%

STATEMENT AS OF December 31, 2014 OF Humana Health Plan, Inc.

NOTES TO THE FINANCIAL STATEMENTS

- (2) Detail of Assets Pledged as Collateral Not Captured in Other Categories (Contracts that Share Similar Characteristics, Such as Reinsurance and Derivatives, Are Reported in the Aggregate)

Not Applicable.

- (3) Detail of Other Restricted Assets Categories (Contracts that Share Similar Characteristics, Such as Reinsurance and Derivatives, Are Reported in the Aggregate)

Not Applicable.

I. Working Capital Finance Investments

Not Applicable.

J. Offsetting and Netting of Assets and Liabilities

Not Applicable.

K. Structured Notes

Not Applicable.

6. Joint Ventures, Partnerships and Limited Liability Companies

- A. The Company has no investments in Joint Ventures, Partnerships or Limited Liability Companies that exceed 10.0 percent of its admitted assets.
- B. The Company did not recognize any impairment write down for its investments in Joint Ventures, Partnerships and Limited Liability Companies during the statement periods.

7. Investment Income

- A. Due and accrued income was excluded from surplus on the following basis:

All investment income due and accrued with amounts that are over 90 days past due with the exception of mortgage loans in default.

- B. The total amount excluded was \$0.

8. Derivative Instruments

Not Applicable.

9. Income Taxes

- A. Deferred Tax Assets/(Liabilities)

- (1) The components of the net admitted deferred tax asset/(liability) by tax character were as follows:

December 31, 2014			
	Ordinary	Capital	Total
a. Gross deferred tax assets	\$ 76,284,597	\$ 24,024	\$ 76,308,621
b. Statutory valuation allowance adjustments	-	(24,024)	(24,024)
c. Adjusted gross deferred tax assets	76,284,597	-	76,284,597
d. Deferred tax assets nonadmitted	(30,031,679)	-	(30,031,679)
e. Net admitted deferred tax assets	46,252,918	-	46,252,918
f. Deferred tax liabilities	(15,681)	-	(15,681)
g. Net admitted deferred tax asset/(liability)	\$ 46,237,237	\$ -	\$ 46,237,237

December 31, 2013			
	Ordinary	Capital	Total
a. Gross deferred tax assets	\$ 70,891,735	\$ 37,822	\$ 70,929,557
b. Statutory valuation allowance adjustments	-	(37,822)	(37,822)
c. Adjusted gross deferred tax assets	70,891,735	-	70,891,735
d. Deferred tax assets nonadmitted	(70,870,163)	-	(70,870,163)
e. Net admitted deferred tax assets	21,572	-	21,572
f. Deferred tax liabilities	(21,572)	-	(21,572)
g. Net admitted deferred tax asset/(liability)	\$ -	\$ -	\$ -

Change			
	Ordinary	Capital	Total
a. Gross deferred tax assets	\$ 5,392,862	\$ (13,798)	\$ 5,379,064
b. Statutory valuation allowance adjustments	-	13,798	13,798
c. Adjusted gross deferred tax assets	5,392,862	-	5,392,862
d. Deferred tax assets nonadmitted	40,838,484	-	40,838,484
e. Net admitted deferred tax assets	46,231,346	-	46,231,346
f. Deferred tax liabilities	5,891	-	5,891
g. Net admitted deferred tax asset/(liability)	\$ 46,237,237	\$ -	\$ 46,237,237

STATEMENT AS OF December 31, 2014 OF Humana Health Plan, Inc.

NOTES TO THE FINANCIAL STATEMENTS

(2) The amount of admitted adjusted gross deferred tax assets under SSAP No. 101 were as follows:

		December 31, 2014			
		Ordinary		Capital	Total
a.	Federal income taxes paid in prior years recoverable through loss carrybacks	\$	34,451,804	\$ -	\$ 34,451,804
b.	Adjusted gross deferred tax assets expected to be realized after		11,785,433	-	11,785,433
1.	Adjusted gross deferred tax assets expected to be realized following the Balance Sheet date		XXX	XXX	11,785,433
2.	Adjusted gross deferred tax assets allowed per limitation threshold		XXX	XXX	86,470,156
c.	Adjusted gross deferred tax assets offset by gross deferred tax liabilities		15,681	-	15,681
d.	Deferred tax assets admitted as the result of application of SSAP No. 101. Total	\$	46,252,918	\$ -	\$ 46,252,918
		December 31, 2013			
		Ordinary		Capital	Total
a.	Federal income taxes paid in prior years recoverable through loss carrybacks	\$	-	\$ -	\$ -
b.	Adjusted gross deferred tax assets expected to be realized after		-	-	-
1.	Adjusted gross deferred tax assets expected to be realized following the Balance Sheet date		XXX	XXX	-
2.	Adjusted gross deferred tax assets allowed per limitation threshold		XXX	XXX	53,925,157
c.	Adjusted gross deferred tax assets offset by gross deferred tax liabilities		21,572	-	21,572
d.	Deferred tax assets admitted as the result of application of SSAP No. 101. Total	\$	21,572	\$ -	\$ 21,572
		Change			
		Ordinary		Capital	Total
a.	Federal income taxes paid in prior years recoverable through loss carrybacks	\$	34,451,804	\$ -	\$ 34,451,804
b.	Adjusted gross deferred tax assets expected to be realized after		11,785,433	-	11,785,433
1.	Adjusted gross deferred tax assets expected to be realized following the Balance Sheet date		XXX	XXX	11,785,433
2.	Adjusted gross deferred tax assets allowed per limitation threshold		XXX	XXX	32,544,999
c.	Adjusted gross deferred tax assets offset by gross deferred tax liabilities		(5,891)	-	(5,891)
d.	Deferred tax assets admitted as the result of application of SSAP No. 101. Total	\$	46,231,346	\$ -	\$ 46,231,346

(3) The ratio percentage used to determine recovery period and threshold limitation amount was as follows:

	December 31, 2014	December 31, 2013
a. Ratio percentage used to determine recovery period and threshold limitation amount	399%	385%
b. Amount of adjusted capital and surplus used to determine recovery period and threshold limitation in 2 b.2 above	539,408,478	379,220,047

STATEMENT AS OF December 31, 2014 OF Humana Health Plan, Inc.

NOTES TO THE FINANCIAL STATEMENTS

(4) The impact of tax planning strategies on adjusted gross DTAs and net admitted DTAs was as follows:

		December 31, 2014	
		Ordinary	Capital
a.	Determination of adjusted gross deferred tax assets and net admitted deferred tax assets, by tax character as a percentage		
1.	Adjusted gross DTAs amount from note 9A1(c)	\$ 76,284,597	\$ -
2.	Percentage of adjusted gross DTAs by tax character attributable to the impact of tax planning strategies	0.00%	0.00%
3.	Net admitted adjusted gross DTAs amount from note 9A1(e)	\$ 46,252,918	\$ -
4.	Percentage of net admitted adjusted gross DTAs by tax character admitted because of the impact of tax planning strategies	0.00%	0.00%
		December 31, 2013	
		Ordinary	Capital
a.	Determination of adjusted gross deferred tax assets and net admitted deferred tax assets, by tax character as a percentage		
1.	Adjusted gross DTAs amount from note 9A1(c)	\$ 70,891,735	\$ -
2.	Percentage of adjusted gross DTAs by tax character attributable to the impact of tax planning strategies	0.00%	0.00%
3.	Net admitted adjusted gross DTAs amount from note 9A1(e)	\$ 21,572	\$ -
4.	Percentage of net admitted adjusted gross DTAs by tax character admitted because of the impact of tax planning strategies	0.00%	0.00%
		Change	
		Ordinary	Capital
a.	Determination of adjusted gross deferred tax assets and net admitted deferred tax assets, by tax character as a percentage		
1.	Adjusted gross DTAs amount from note 9A1(c)	\$ 5,392,862	\$ -
2.	Percentage of adjusted gross DTAs by tax character attributable to the impact of tax planning strategies	0.00%	0.00%
3.	Net admitted adjusted gross DTAs amount from note 9A1(e)	\$ 46,231,346	\$ -
4.	Percentage of net admitted adjusted gross DTAs by tax character admitted because of the impact of tax planning strategies	0.00%	0.00%
b.	Does the Company's tax planning strategies include the use of reinsurance? Yes [] No [X]		

B. There are no temporary differences for which a DTL has not been established.

C. Current and deferred income taxes

(1) Current income taxes incurred consist of the following major components:

		December 31, 2014	December 31, 2013	Change
a.	Federal	\$ 33,964,188	\$ (20,053,977)	\$ 54,018,165
b.	Foreign	-	-	-
c.	Subtotal	33,964,188	(20,053,977)	54,018,165
d.	Federal income tax on net capital gains	487,617	608,036	(120,419)
e.	Utilization of capital loss carryforwards	-	-	-
f.	Other	(57,763)	196,115	(253,878)
g.	Federal and foreign income taxes incurred	\$ 34,394,042	\$ (19,249,826)	\$ 53,643,868

(2-3) The tax effects of temporary differences that give rise to significant portions of the deferred tax assets and deferred tax liabilities are as follows:

STATEMENT AS OF December 31, 2014 OF Humana Health Plan, Inc.

NOTES TO THE FINANCIAL STATEMENTS

DTAs resulting from Book/Tax Differences in:

	December 31, 2014	December 31, 2013	Change
a. Ordinary			
1. Discounting of unpaid losses	\$ 17,705,196	\$ 10,370,961	\$ 7,334,235
2. Unearned premium reserve	1,286,154	669,643	616,511
3. Policyholder reserves	3,699,711	4,455,046	(755,335)
4. Investments and other	-	-	-
5. Deferred acquisition costs	4,654,085	4,504,855	149,230
6. Policyholder dividends accrual	-	-	-
7. Fixed assets	2,869,156	2,506,571	362,585
8. Compensation and benefit accruals	-	-	-
9. Pension accruals	-	-	-
10. Receivables – nonadmitted	-	-	-
11. Net operating loss carry-forward	-	-	-
12. Tax credit carry-forward	-	-	-
13. Other	-	-	-
14. Bad debts	5,907,627	6,921,802	(1,014,175)
15. Accrued litigation	1,475,259	-	1,475,259
16. Risk corridor	32,950	132,906	(99,956)
17. Medicare risk adjustment data	-	-	-
18. Miscellaneous reserves	765,370	882,363	(116,993)
19. Accrued lease	202,782	112,490	90,292
20. Section 197 intangible	36,867,618	40,335,098	(3,467,480)
21. Reinsurance fee	818,689	-	818,689
99. Subtotal	76,284,597	70,891,735	5,392,862
b. Statutory valuation allowance adjustment	-	-	-
c. Nonadmitted	(30,031,679)	(70,870,163)	40,838,484
d. Admitted Ordinary DTAs	46,252,918	21,572	46,231,346
e. Capital			
1. Investments	24,024	37,822	(13,798)
2. Net capital loss carry-forward	-	-	-
3. Real estate	-	-	-
4. Other	-	-	-
99. Subtotal	24,024	37,822	(13,798)
f. Statutory valuation allowance adjustment	(24,024)	(37,822)	13,798
g. Nonadmitted	-	-	-
h. Admitted capital DTAs	-	-	-
i. Admitted DTAs	\$ 46,252,918	\$ 21,572	\$ 46,231,346

DTLs resulting from Book/Tax Differences in:

	December 31, 2014	December 31, 2013	Change
a. Ordinary			
1. Investments	\$ -	\$ -	\$ -
2. Fixed assets	-	-	-
3. Deferred and uncollected premium	-	-	-
4. Policyholder reserves/salvage & subrogation	-	-	-
5. Other	-	-	-
6. Premium acquisition reserve	(15,681)	(21,572)	5,891
99. Subtotal	(15,681)	(21,572)	5,891
b. Capital			
1. Investments	-	-	-
2. Real estate	-	-	-
3. Other	-	-	-
99. Subtotal	-	-	-
c. DTLs	\$ (15,681)	\$ (21,572)	\$ 5,891
(4) Net deferred tax asset/(liability)	\$ 46,237,237	\$ -	\$ 46,237,237

STATEMENT AS OF December 31, 2014 OF Humana Health Plan, Inc.

NOTES TO THE FINANCIAL STATEMENTS

- D. The provision for federal income taxes incurred is different from that which would be obtained by applying the statutory Federal income tax rate to income before income taxes. The significant items causing this difference as of December 31, 2014 are as follows:

	Amount	Tax Effect	Effective Tax Rate
Income before taxes	\$ (14,690,249)	\$ (5,141,587)	35.00%
Tax-exempt interest	(3,897,094)	(1,363,983)	9.28%
Dividends received deduction	-	-	0.00%
Proration	584,564	204,597	(1.39%)
Meals & entertainment, lobbying expenses, etc.	196	69	0.00%
Statutory valuation allowance adjustment	-	-	0.00%
ACA fee	66,823,970	23,388,390	(159.21%)
Change to nonadmits & deferred tax true-up	34,019,554	11,906,844	(81.05%)
Other, including prior year true-up	2,736	958	(0.01%)
Total	\$ 82,843,677	\$ 28,995,288	(197.38%)
Federal income taxes incurred [expense/(benefit)]		\$ 33,906,425	(230.81%)
Tax on capital gains/(losses)		487,617	(3.32%)
Change in net deferred income tax [charge/(benefit)]		(5,398,754)	36.75%
Total statutory income taxes		\$ 28,995,288	(197.38%)

- E. Operating loss and tax credit carry-forwards and protective tax deposits

- (1) At December 31, 2014, the Company had no net operating loss carry-forwards.

At December 31, 2014, the Company had no capital loss carry-forwards.

At December 31, 2014, the Company had no AMT credit carry-forwards.

- (2) The following table demonstrates the income tax expense for 2012, 2013 and 2014 that is available for the recoupment in the event of future net losses:

	Ordinary		Capital		Total
2012	\$	-	\$	-	\$ -
2013		-		-	-
2014		33,964,188		487,617	34,451,805
Total	\$	33,964,188	\$	487,617	\$ 34,451,805

- (3) There are no deposits admitted under IRC § 6603.

- F. The Company is included in a consolidated federal income tax return with its parent Company, Humana Inc. The Company has a written agreement, approved by the Company’s Board of Directors, which sets forth the manner in which the total combined federal income tax is allocated to each entity which is a party to the consolidation. Pursuant to this agreement, the Company has the enforceable right to be paid for any future net losses it may incur. The Company has no contingent income tax liabilities. The Company has not adjusted gross deferred tax assets due to changes in judgment about the realizability of the related deferred tax asset. The Company has no deposits under Section 6603 of the Internal Revenue Code.

STATEMENT AS OF December 31, 2014 OF Humana Health Plan, Inc.

NOTES TO THE FINANCIAL STATEMENTS

HUMANA INC. AND SUBSIDIARIES INCLUDED IN 2014 CONSOLIDATED FEDERAL INCOME TAX RETURN

CALENDAR YEAR ENDED DECEMBER 31, 2014
AFFILIATIONS SCHEDULE

CORPORATE NAME AND EMPLOYER IDENTIFICATION NUMBER
THE ADDRESS OF EACH COMPANY IS: P. O. BOX 740026, LOUISVILLE, KY 40201

CORP. NO.	CORPORATION NAME	EMPLOYER IDENTIFICATION NUMBER
1	HUMANA INC.	61-0647538
2	154TH STREET MEDICAL PLAZA, INC.	65-0851053
3	516-526 WEST MAIN STREET CONDOMINIUM COUNCIL OF CO-OWNERS, INC.	20-5309363
4	54TH STREET MEDICAL PLAZA, INC.	65-0293220
5	AMBULATORY CARE SOLUTIONS OF ARKANSAS, LLC	27-0200477
6	AMBULATORY CARE SOLUTIONS OF OHIO, LLC	26-4179617
7	AMBULATORY CARE SOLUTIONS, LLC	37-1485812
8	AMERICAN DENTAL PLAN OF NORTH CAROLINA, INC.	56-1796975
9	AMERICAN DENTAL PROVIDERS OF ARKANSAS, INC.	58-2302163
10	AMERICAN ELDERCARE, INC.	65-0380198
11	ARCADIAN CHOICE, INC.	27-3387971
12	ARCADIAN HEALTH PLAN, INC.	20-1001348
13	ARCADIAN MANAGEMENT SRVICES, INC.	86-0836599
14	CAC MEDICAL CENTERs HOLDINGS, INC.	30-0117876
15	CAC-FLORIDA MEDICAL CENTERS, LLC	26-0010657
16	CARENETWORK, INC.	39-1514846
17	CAREPLUS HEALTH PLANS, INC.	59-2598550
18	CARITEN HEALTH PLAN, INC.	62-1579044
19	CARITEN INSURANCE COMPANY	62-0729865
20	CERTIFY DATA SYSTEMS, INC.	80-0072760
21	CHA HMO, INC.	61-1279717
22	CHA SERVICE COMPANY, INC.	61-1279716
23	COMPBENEFITS COMPANY	59-2531815
24	COMPBENEFITS CORPORATION	04-3185995
25	COMPBENEFITS DENTAL, INC.	36-3686002
26	COMPBENEFITS DIRECT, INC.	58-2228851
27	COMPBENEFITS INSURANCE COMPANY	74-2552026
28	COMPBENEFITS OF ALABAMA, INC.	63-1063101
29	COMPBENEFITS OF GEORGIA, INC.	58-2198538
30	COMPLEX CLINICAL MANAGEMENT, INC.	45-3713941
31	COMPREHENSIVE HEALTH INSIGHTS, INC.	42-1575099
32	CONCENTRA HEALTH SERVICES, INC.	75-2510547
33	CONCENTRA INC.	26-4823524
34	CONCENTRA INTEGRATED SERVICES, INC.	04-2658593
35	CONCENTRA OPERATING CORPORATION	04-3363415
36	CONCENTRA SOLUTIONS, INC.	75-2678146
37	CONTINUCARE CORPORATION	59-2716023
38	CONTINUCARE MSO, INC.	65-0780986
39	CONTINUCARE MANAGED CARE, INC.	65-0796178
40	CONTINUCARE MEDICAL MANAGEMENT, INC.	65-0791417
41	CORPHEALTH PROVIDER LINK, INC.	20-8236655
42	CORPHEALTH, INC.	75-2043865
43	DEFENSEWEB TECHNOLOGIES, INC.	33-0916248
44	DENTAL CARE PLUS MANAGEMENT, CORP.	36-3512545
45	DENTICARE, INC.	76-0039628
46	ELDER HEALTH CARE OF VOLUSIA, INC.	59-3657970
47	EMPHESYS INSURANCE COMPANY	31-0935772
48	EMPHESYS, INC.	61-1237697
49	HARRIS, ROTHENBERG INTERNATIONAL, INC.	27-1649291
50	HARTE PLACEMENTS, INC.	11-2795529
51	HEALTH VALUE MANAGEMENT, INC.	61-1223418
52	HOMECARE HEALTH SOLUTIONS, INC.	45-3116348
53	HRI HUMANA OF CALIFORNIA, INC.	46-4912173
54	HUMANA ACTIVE OUTLOOK, INC.	20-4835394

STATEMENT AS OF December 31, 2014 OF Humana Health Plan, Inc.

NOTES TO THE FINANCIAL STATEMENTS

55	HUMANA ADVANTAGECARE PLAN, INC.	65-1137990
56	HUMANA AT HOME (MA), INC. (fka SeniorBridge Family Companies (MA), Inc.	04-3580066
57	HUMANA AT HOME 1, INC. (fka Humanacares, Inc.)	65-0274594
58	HUMANA AT HOME, INC. (fka SeniorBridge Family Companies, Inc.)	13-4036798
59	HUMANA BENEFIT PLAN OF ILLINOIS, INC.	37-1326199
60	HUMANA DENTAL COMPANY	59-1843760
61	HUMANA DENTAL CONCERN, LTD (fka The Dental Concern, LTD)	36-3654697
62	HUMANA EMPLOYERS HEALTH PLAN OF GEORGIA, INC.	58-2209549
63	HUMANA GOVERNMENT BUSINESS, INC.	61-1241225
64	HUMANA HEALTH BENEFIT PLAN OF LOUISIANA, INC.	72-1279235
65	HUMANA HEALTH COMPANY OF NEW YORK, INC.	26-2800286
66	HUMANA HEALTH INSURANCE COMPANY OF FLORIDA, INC.	61-1041514
67	HUMANA HEALTH PLAN OF CALIFORNIA, INC.	26-3473328
68	HUMANA HEALTH PLAN OF OHIO, INC.	31-1154200
69	HUMANA HEALTH PLAN OF TEXAS, INC.	61-0994632
70	HUMANA HEALTH PLAN, INC.	61-1013183
71	HUMANA INNOVATION ENTERPRISES, INC.	61-1343791
72	HUMANA INSURANCE COMPANY	39-1263473
73	HUMANA INSURANCE COMPANY OF KENTUCKY	61-1311685
74	HUMANA INSURANCE COMPANY OF NEW YORK	20-2888723
75	HUMANA MARKETPOINT, INC.	61-1343508
76	HUMANA MEDICAL PLAN OF MICHIGAN, INC.	27-3991410
77	HUMANA MEDICAL PLAN OF PENNSYLVANIA, INC.	27-4460531
78	HUMANA MEDICAL PLAN OF UTAH, INC.	20-8411422
79	HUMANA MEDICAL PLAN, INC.	61-1103898
80	HUMANA PHARMACY SOLUTIONS, INC.	45-2254346
81	HUMANA PHARMACY, INC.	61-1316926
82	HUMANA REGIONAL HEALTH PLAN, INC.	20-2036444
83	HUMANA VETERANS HEALTHCARE SERVICES, INC.	20-8418853
84	HUMANA WISCONSIN HEALTH ORGANIZATION INSURANCE CO.	39-1525003
85	HUMANADENTAL INSURANCE COMPANY	39-0714280
86	HUMANADENTAL, INC.	61-1364005
87	HUMCO, INC.	61-1239538
88	HUM-e-FL, INC.	61-1383567
89	HUM-HOLDINGS INTERNATIONAL, INC.	26-3583438
90	INTELI HOME HEALTHCARE, INC.	76-0537878
91	KANAWHA HEALTHCARE SOLUTIONS, INC.	62-1245230
92	KANAWHA INSURANCE COMPANY	57-0380426
93	KMG AMERICA CORPORATION	20-1377270
94	MANAGED CARE INDEMNITY, INC.	61-1232669
95	MD CARE, INC.	20-1981339
96	METCARE OF FLORIDA, INC.	65-0879131
97	METROPOLITAN HEALTH NETWORKS, INC.	65-0635748
98	NATIONAL HEALTHCARE RESOURCES, INC.	11-3273542
99	OMP INSURANCE COMPANY, LTD.	98-0445802
100	PHP COMPANIES, INC.	62-1552091
101	PREFERRED HEALTH PARTNERSHIP, INC.	62-1250945
102	PRESERVATION ON MAIN, INC.	20-1724127
103	PRIMARY CARE HOLDINGS, INC. (fka Agile Technology Solutions, Inc.)	46-1225873
104	REACHOUT HOMECARE, INC.	75-2739333
105	ROHC, LLC	75-2844854
106	SENIORBRIDGE (NC), INC.	56-2593719
107	SENIORBRIDGE CARE MANAGEMENT, INC.	80-0581269
108	SENIORBRIDGE FAMILY COMPANIES (AZ), INC.	46-0702349
109	SENIORBRIDGE FAMILY COMPANIES (CA), INC.	45-3039782
110	SENIORBRIDGE FAMILY COMPANIES (CT), INC.	27-0452360
111	SENIORBRIDGE FAMILY COMPANIES (FL), INC.	65-1096853
112	SENIORBRIDGE FAMILY COMPANIES (IL), INC.	02-0660212
113	SENIORBRIDGE FAMILY COMPANIES (MD), INC.	81-0557727
114	SENIORBRIDGE FAMILY COMPANIES (MO), INC.	46-0677759
115	SENIORBRIDGE FAMILY COMPANIES (NJ), INC.	36-4484449
116	SENIORBRIDGE FAMILY COMPANIES (NY), INC.	36-4484443
117	SENIORBRIDGE FAMILY COMPANIES (OH), INC.	20-0260501
118	SENIORBRIDGE FAMILY COMPANIES (PA), INC.	38-3643832
119	SENIORBRIDGE FAMILY COMPANIES (TX), INC.	01-0766084
120	SENIORBRIDGE FAMILY COMPANIES (VA), INC.	46-0691871
121	SEREDOR CORPORATION	27-0338595

STATEMENT AS OF December 31, 2014 OF Humana Health Plan, Inc.

NOTES TO THE FINANCIAL STATEMENTS

122	ST MARY'S MEDICAL PARK PHARMACY, INC.	86-0597187
123	SYMPHONY HEALTH PARTNERS, INC.	45-5032192
124	TEXAS DENTAL PLANS, INC.	74-2352809
125	THE DENTAL CONCERN, INC.	52-1157181
126	TLC PLUS OF TEXAS, INC.	75-2600512
127	VALOR HEALTHCARE, INC.	20-3585174

10. Information Concerning Parent, Subsidiaries and Affiliates

A.-F. The Company has several management contracts with Humana Inc. and other related parties whereby the Company is provided with medical and executive management, information systems, claims processing, billing and enrollment, and telemarketing and other services as required by the Company. Management fees charged to operations for the years ended December 31, 2014 and 2013 were \$594,777,349 and \$473,599,235 respectively. As a part of this agreement, Humana Inc. makes cash disbursements on behalf of the Company which includes, but is not limited to, medical related items, general and administrative expenses, commissions and payroll. Humana Inc. is reimbursed by the Company weekly, based upon historical pattern of amounts and timing. Each month, these estimates are adjusted to ultimately settle upon actual disbursements made on behalf of the Company. The Company continues to be primarily liable for any outstanding payments made on behalf of the Company, should Humana Inc. not be able to fulfill its obligations.

No dividends were paid by the Company as of December 31, 2014.

The Company received a \$175,000,000 capital contribution from Humana Inc. on December 29, 2014.

At December 31, 2014, the Company reported \$28,959,710 due to Humana Inc. Amounts due to or from parent are generally settled within 30 days.

G. All outstanding shares of the Company are owned by the Parent Company.

H. Not Applicable.

I. Not Applicable.

J. Not Applicable.

K. Not Applicable.

L. Not Applicable.

11. Debt

A. Debt Including Capital Notes

The Company has no debentures outstanding.

The Company has no capital notes outstanding.

The Company does not have any reverse repurchase agreements.

B. Federal Home Loan Bank (FHLB) Agreements

The Company does not have any FHLB agreements.

12. Retirement Plans, Deferred Compensation, Postemployment Benefits and Compensated Absences and Other Postretirement Benefit Plans

A.-D. Defined Benefit Plans

Not Applicable.

E. Defined Contribution Plans

Not Applicable.

F. Multiemployer Plans

Not Applicable.

G. Consolidated/Holding Company Plans

The Company employees are eligible to participate in the Humana Retirement and Savings Plan ("the Plan"), a defined contribution plan, sponsored by Humana Inc. The Plan maintains two accounts, the Savings Account and the Retirement Account.

Humana Inc.'s total contributions paid to the Savings and Retirement accounts of the Humana Retirement Savings Plan were \$174,594,222 and \$149,022,462 for the years ended December 31, 2014 and 2013, respectively. As of December 31, 2014 and 2013, the fair market value of the Humana Retirement Savings Plan's assets was \$3,203,247,287 and \$2,779,832,745, respectively.

H. Postemployment Benefits and Compensated Absences

Not Applicable.

STATEMENT AS OF December 31, 2014 OF Humana Health Plan, Inc.

NOTES TO THE FINANCIAL STATEMENTS

I. Impact of Medicare Modernization Act on Postretirement Benefits (INT 04-17)

Not Applicable.

13. Capital and Surplus, Shareholders' Dividend Restrictions and Quasi-Reorganizations

(1) The Company has \$1 par value common stock with 5,000,000 shares authorized and 2,248,000 shares issued and 2,248,000 outstanding. All shares are common stock shares.

(2) The Company has no preferred stock outstanding.

(3-5) Dividends are noncumulative and are paid as determined by the Board of Directors. Dividends are subject to the approval of the Commonwealth of Kentucky Department of Insurance if such dividend distribution exceeds the lesser of the Company's prior year net operating profits or 10 percent of policyholders surplus funds derived from realized net operating profits.

Within the limitations above, there are no restrictions placed on the portion of Company profits that may be paid as ordinary dividends to stockholders.

No dividends were paid by the Company as of December 31, 2014.

(6) There were no restrictions placed on the Company's surplus, including for whom the surplus is being held.

(7) Not Applicable.

(8) Not Applicable.

(9) Changes in balances of special surplus funds from the prior year is due to the estimated health insurance industry fee that will be payable on September 30, 2015.

(10) The portion of unassigned funds (surplus) represented or reduced by cumulative unrealized gains and losses is \$(2,043,183).

(11) Not Applicable.

(12) Not Applicable.

(13) Not Applicable.

14. Liabilities, Contingencies and Assessments

A. Contingent Commitments

Not Applicable.

B. Assessments

Not Applicable.

C. Gain Contingencies

Not Applicable.

D. Claims related extra contractual obligation and bad faith losses stemming from lawsuits

Not Applicable.

E. Joint and Several Liabilities

Not Applicable.

F. All Other Contingencies

During the ordinary course of business, the Company is subject to pending and threatened legal actions. Management of the Company does not believe that any of these actions will have a material adverse effect on the Company's surplus, results of operations or cash flows. However, the likelihood or outcome of current or future legal proceedings cannot be accurately predicted, and they could adversely affect the Company's surplus, results of operations and cash flows.

The Company is not aware of any other material contingent liabilities as of December 31, 2014.

15. Leases

A. Lessee Operating Lease

(1) The Company has entered into operating leases for medical and administrative office space and equipment with lease terms ranging from one to seven years. Operating lease rental payments charged to expenses for the years ended December 31, 2014 and 2013 was \$5,411,983 and \$5,070,279, respectively.

STATEMENT AS OF December 31, 2014 OF Humana Health Plan, Inc.

NOTES TO THE FINANCIAL STATEMENTS

(2) Noncancelable Lease Terms:

- a) At January 1, 2015, the minimum aggregate rental commitments are as follows:

Year ending December 31,

2015	\$	5,719,920
2016		5,758,898
2017		4,788,143
2018		4,355,846
2019		3,403,338
Thereafter		175,400
Total Minimum Lease Payments	\$	<u>24,201,545</u>

- b) Certain rental commitments have renewal options extending through the year 2020. Some of these renewals are subject to adjustments in future periods.

(3) The Company is not involved in any sales-leaseback transactions.

B. Lessor Leases

(1) Operating Leases

The Company owns or leases numerous sites that are leased or subleased to unrelated parties. The typical lease period ranges from one to seven years and some leases contain renewal options.

Future minimum lease payment receivables under noncancelable leasing arrangements as of December 31, 2014 are as follows:

Year ending December 31,

2015	\$	1,732,226
2016		1,615,633
2017		1,233,760
2018		890,359
2019		145,564
Thereafter		210,452
Total	\$	<u>5,827,994</u>

(2) Leveraged Leases

The Company is not involved in any leveraged leases.

16. Information about Financial Instruments With Off-Balance Sheet Risk and Financial Instruments With Concentrations of Credit Risk

The Company has no investment in Financial Instruments with Off- Balance Sheet Risk or Concentrations of Credit Risk.

17. Sale, Transfer and Servicing of Financial Assets and Extinguishments of Liabilities

A. Transfers of Receivables Reported as Sales

Not Applicable.

B. Transfer and Servicing of Financial Assets

Not Applicable.

C. Wash Sales

Not Applicable.

18. Gain or Loss to the Reporting Entity from Uninsured Plans and the Uninsured Portion of Partially Insured Plans

A. ASO Plans

The gain from operations from Administrative Services Only (ASO) uninsured plans and the uninsured portion of partially insured plans were as follows for the year ended December 31, 2014:

	ASO Uninsured Plans	Uninsured Portion of Partially Insured Plans	Total ASO
a. Net reimbursement for administrative expenses (including administrative fees) in excess of actual expenses	\$ (16,997,307)	\$ -	\$ (16,997,307)
b. Total net other income or expenses (including interest paid to or received from plans)	\$ (3,722,037)	\$ -	\$ (3,722,037)
c. Net gain or (loss) from operations	\$ (20,719,344)	\$ -	\$ (20,719,344)
d. Total claim payment volume	1,538,981,137	-	1,538,981,137

NOTES TO THE FINANCIAL STATEMENTS

B. ASC Plans

Not Applicable.

C. Medicare or Other Similarly Structured Cost Based Reimbursement Contract

- (1) The Company records no revenue explicitly attributable to the cost share and reinsurance components of administered Medicare products.
- (2) As of December 31, 2014, the Company has recorded a receivable from CMS of \$78,057,231 related to the cost share and reinsurance components of administered Medicare products and a receivable from ASO customers of \$13,437,478. The Company has recorded receivables from the following payors whose account balance are greater than 10% of the Company’s amounts receivable from uninsured accident and health plans or \$10,000:

Covenant Health	\$ 1,346,734
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- (3) As no revenue is recorded in connection with the cost share and reinsurance components of the Company’s Medicare contracts, the Company has recorded no allowances and reserves for adjustment of recorded revenues and receivables.
- (4) The Company has made no adjustment to revenue resulting from audit of receivables related to revenues recorded in the prior period.

19. Direct Premium Written/Produced by Managing General Agents/Third Party Administrators

Not Applicable.

20. Fair Value Measurements

A. (1) The fair value of financial assets at December 31, 2014 were as follows:

	Level 1	Level 2	Level 3	Total
a. Assets at fair value				
Bonds				
U.S. governments	\$ -	\$ -	\$ -	\$ -
Tax-exempt municipal	-	-	-	-
Residential mortgage-backed	-	-	-	-
Corporate debt securities	-	830,112	-	830,112
Total bonds	-	830,112	-	830,112
Total assets at fair value	\$ -	\$ 830,112	\$ -	\$ 830,112
b. Liabilities at fair value	\$ -	\$ -	\$ -	\$ -
Total liabilities at fair value	\$ -	\$ -	\$ -	\$ -

The Company reports transfers between Level 1 and Level 2 of the fair value hierarchy levels at the end of the reporting period. There were no transfers between Level 1 and Level 2 of the fair value hierarchy between December 31, 2013 and December 31, 2014.

(2) Fair Value Measurements in (Level 3) of the Fair Value Hierarchy

Not Applicable.

- (3) The Company reports transfers into or out of Level 3 of the fair value hierarchy levels at the end of the reporting period. There were no transfers into or out of Level 3 of the fair value hierarchy levels between December 31, 2013 and December 31, 2014.
- (4) Fair value of actively traded debt securities are based on quoted market prices. Fair value of other debt securities are based on quoted market prices of identical or similar securities or based on observable inputs like interest rates generally using a market valuation approach, or, less frequently, an income valuation approach and are generally classified as Level 2. The Company generally obtains one quoted price for each security from a third party pricing service. These prices are generally derived from recently reported trades for identical or similar securities, including adjustments through the reporting date based upon observable market information. When quoted prices are not available, the third party pricing service may use quoted market prices of comparable securities or discounted cash flow analyses, incorporating inputs that are currently observable in the markets for similar securities. Inputs that are often used in the valuation methodologies include benchmark yields, reported trades, credit spreads, broker quotes, default rates and prepayment speeds. The Company is responsible for the determination of fair value and as such, the Company performs analysis on the prices received from the third party pricing service to determine whether the prices are reasonable estimates of fair value. The Company’s analysis includes a review of monthly price fluctuations as well as a quarterly comparison of the prices received from the pricing service to prices reported by the Company’s third party investment advisor. Based on the Company’s internal price verification procedures and review of fair value methodology documentation provided by the third party pricing service, there were no material adjustments to the prices obtained from the third party pricing service during the year ended December 31, 2014.

(5) Derivative Fair Values

Not Applicable.

B. Other Fair Value Disclosures

Not Applicable.

STATEMENT AS OF December 31, 2014 OF Humana Health Plan, Inc.

NOTES TO THE FINANCIAL STATEMENTS

C. Fair Values for All Financial Instruments by Levels 1, 2 and 3

Type of Financial Instrument	Aggregate Fair Value	Admitted Assets	Level 1	Level 2	Level 3	Not Practicable (Carrying Value)
Bonds	\$ 830,112	\$ 830,112	\$ -	\$ 830,112	\$ -	\$ -

D. Financial Instruments for which Not Practicable to Estimate Fair Values

Not Applicable.

21. Other Items

A. Extraordinary Items

Not Applicable.

B. Troubled Debt Restructuring: Debtors

Not Applicable.

C. Other Disclosures and Unusual Items

Not Applicable.

D. Business Interruption Insurance Recoveries

Not Applicable.

E. State Transferable and Non-transferable Tax Credits

Not Applicable.

F. Subprime Mortgage Related Risk Exposure

(1) The Company consults with its external investment managers to assess its subprime mortgage related risk exposure. Certain characteristics are utilized to determine if a mortgage-backed security has subprime exposure. The main characteristics reviewed when determining this are the collateral and structure of the security, the loan purpose, loan documentation, occupancy, geographical location, loan size and type. Subprime mortgage borrowers typically have lower credit scores, lower loan balances and higher loan-to-values than other conforming loans. Management’s practices include reviewing quantitative and qualitative credit models that analyze loan-level collateral composition, historical underwriter performance trends, the impact of macroeconomic factors, and issuer risks; as well as reviewing the estimation of security cash flows and monthly model calibrations.

(2) Direct exposure through investments in sub-prime mortgage loans.

The Company has no direct exposure through investment to sub-prime mortgage loans.

(3) Direct exposure through other investments:

- a. Residential mortgage backed securities – No substantial exposure noted.
- b. Commercial mortgage backed securities – No substantial exposure noted.
- c. Collateralized debt obligations – No substantial exposure noted.
- d. Structured securities – No substantial exposure noted.
- e. Equity investment in SCAs – No substantial exposure noted.
- f. Other assets – No substantial exposure noted.
- g. Total – No substantial exposure noted.

(4) Underwriting exposure to sub-prime mortgage risk through Mortgage Guaranty coverage, Financial Guaranty coverage, Directors and Officers liability coverage, or Errors and Omissions liability coverage.

Not Applicable.

Classification of mortgage related securities is primarily based on information from outside data services, including rating agency actions. When considering our exposure, the Company evaluated the percentage of full documentation loans, percent of owner occupied properties, FICO scores, average margin for ARM loans, percent of loans with prepayment penalties, the existence of non-traditional underwriting standards, among other factors.

G. Retained Assets

Not Applicable.

22. Events Subsequent

On January 1, 2015, the Company will be subject to an annual fee under section 9010 of the Federal Affordable Care Act (ACA). This annual fee will be allocated to individual health insurers based on the ratio of the amount of the entity’s net premiums written during the preceding calendar year to the amount of health insurance for any U.S. health risk that is written during the preceding calendar year. A health insurance entity’s portion of the annual fee becomes payable once the entity provides health insurance for any U.S. health risk for each calendar year beginning on or after January 1 of the year the fee is due. As of December 31, 2014, the Company has written health insurance subject to the ACA assessment, expects to conduct health insurance business in 2015, and estimates their portion of the annual health insurance industry fee to be payable on September 30, 2015 to be \$101,123,298. This amount is reflected in special surplus. This assessment is expected to impact risk based capital (RBC) by 17.27%. Reporting the ACA assessment as of December 31, 2014 would not have

STATEMENT AS OF December 31, 2014 OF Humana Health Plan, Inc.

NOTES TO THE FINANCIAL STATEMENTS

triggered an RBC action level. The Company expects to offset the impact of the health insurance industry fee on its results of operations in 2015 through pretax income improvement; however, there can be no assurance that it will be able to do so.

The Company is not aware of any events or transactions occurring subsequent to the close of the books for this statement which may have a material effect on its financial condition. Subsequent events have been considered through February 20, 2015 for the Statutory Statement issued on February 20, 2015.

	Current Year	Prior Year
A. ACA fee assessment payable for the upcoming year	\$ 101,123,298	\$ 66,747,596
B. ACA fee assessment paid	\$ 66,823,970	\$ -
C. Premiums written subject to ACA 9010 assessment	\$ 5,424,672,239	\$ 3,784,233,804
D. Total Adjusted Capital before surplus adjustment	\$ 585,645,715	
E. Authorized Control Level before surplus adjustment	\$ 135,317,638	
F. Total Adjusted Capital after surplus adjustment	\$ 484,522,417	
G. Authorized Control Level after surplus adjustment	\$ 135,317,638	
H. Would reporting the ACA assessment as of December 31, 2014, have triggered an RBC action level (YES/NO)	No	

23. Reinsurance

A. Ceded Reinsurance Report

Section 1 – General Interrogatories

- (1) Are any of the reinsurers, listed in Schedule S as non-affiliated, owned in excess of 10.0 percent or controlled, either directly or indirectly, by the company or by any representative, officer, trustee, or director of the company?

Yes () No (X)

- (2) Have any policies issued by the company been reinsured with a company chartered in a country other than the United States (excluding U.S. Branches of such companies) that is owned in excess of 10.0 percent or controlled directly or indirectly by an insured, a beneficiary, a creditor or an insured or any other person not primarily engaged in the insurance business?

Yes () No (X)

Section 2 – Ceded Reinsurance Report – Part A

- (1) Does the company have any reinsurance agreements in effect under which the reinsurer may unilaterally cancel any reinsurance for reasons other than for nonpayment of premium or other similar credits?

Yes () No (X)

- (2) Does the reporting entity have any reinsurance agreements in effect such that the amount of losses paid or accrued through the statement date may result in a payment to the reinsurer of amounts that, in aggregate and allowing for offset of mutual credits from other reinsurance agreements with the same reinsurer, exceed the total direct premium collected under the reinsured policies?

Yes () No (X)

Section 3 – Ceded Reinsurance Report – Part B

- (1) What is the estimated amount of the aggregate reduction in surplus, (for agreements other than those under which the reinsurer may unilaterally cancel for reasons other than for nonpayment of premium or other similar credits that are reflected in Section 2 above) of termination of ALL reinsurance agreements, by either party, as of the date of this statement? Where necessary, the company may consider the current or anticipated experience of the business reinsured in making this estimate. \$0

- (2) Have any new agreements been executed or existing agreements amended, since January 1 of the year of this statement, to include policies or contracts that were in force or which had existing reserves established by the company as of the effective date of the agreement?

Yes () No (X)

B. Uncollectible Reinsurance

Not Applicable.

C. Commutation of Ceded Reinsurance

Not Applicable.

D. Certified Reinsurer Rating Downgraded or Status Subject to Revocation

Not Applicable.

STATEMENT AS OF December 31, 2014 OF Humana Health Plan, Inc.

NOTES TO THE FINANCIAL STATEMENTS

24. Retrospectively Rated Contracts and Contracts Subject to Redetermination

- A. The Company estimates accrued retrospective premium adjustments for its Medicare business through a mathematical approach using an algorithm based upon settlement procedures defined by contracts with CMS.

The Company estimates accrued retrospective premium adjustments for its Commercial business based on experience to date, knowledge of the marketplace, and the terms of the risk corridors program with HHS.

- B. The Company records accrued retrospective premium as an adjustment to earned premiums.
- C. The amount of net premiums written by the Company at December 31, 2014 that are subject to retrospective rating features was \$4,803,619,528, or 97.00% of the total net premiums written. No other net premiums written by the Company are subject to retrospective rating features.
- D. Medical loss ratio rebates required pursuant to the Public Health Service Act

	Individual	Small Group Employer	Large Group Employer	Other Categories with rebates	Total
Prior Reporting Year:					
Medical loss ratio rebates incurred	\$ 968,823	\$ 4,195,465	\$ 2,559,596	\$ -	\$ 7,723,884
Medical loss ratio rebates paid	108,526	3,507,347	1,718,257	-	5,334,130
Medical loss rebates unpaid	891,149	5,019,516	2,723,143	-	8,633,808
Plus reinsurance assumed amounts	XXX	XXX	XXX	XXX	-
Less reinsurance ceded amounts	XXX	XXX	XXX	XXX	-
Rebates unpaid net of reinsurance	XXX	XXX	XXX	XXX	\$ 8,633,808
Current Reporting Year-to-date:					
Medical loss ratio rebates incurred	\$ (363,938)	\$ (3,346,913)	\$ (1,188,922)	\$ 13,299,529	\$ 8,399,756
Medical loss ratio rebates paid	527,211	1,632,114	1,242,796	-	3,402,121
Medical loss rebates unpaid	-	40,489	291,425	13,299,529	13,631,433
Plus reinsurance assumed amounts	XXX	XXX	XXX	XXX	-
Less reinsurance ceded amounts	XXX	XXX	XXX	XXX	-
Rebates unpaid net of reinsurance	XXX	XXX	XXX	XXX	\$ 13,631,433

E. Risk Sharing Provisions of the Affordable Care Act

- (1) Did the reporting entity write accident and health insurance premium that is subject to the Affordable Care Act risk-sharing provisions (YES/NO) Yes (X) No ()
- (2) Impact of Risk Sharing Provisions of the Affordable Care Act on Admitted Assets, Liabilities, and Revenue for the Current Year
- a. Permanent ACA Risk Adjustment Program
- Assets
1. Premium adjustments receivable due to ACA Risk Adjustment \$ 7,616,995
- Liabilities
2. Risk adjustment user fees payable for ACA Risk Adjustment \$ 46,578
3. Premium adjustments payable due to ACA Risk Adjustment \$ 4,336,620
- Operations (Revenue & Expenses)
4. Reported as revenue in premium for accident and health contracts (written/collected) due to ACA Risk Adjustment \$ 3,280,376
5. Reported in expenses as ACA risk adjustment user fees (incurred/paid) \$ 46,578
- b. Transitional ACA Reinsurance Program
- Assets
1. Amounts recoverable for claims paid due to ACA Reinsurance \$ 19,227,628
2. Amounts recoverable for claims unpaid due to ACA Reinsurance (Contra Liability) \$ 4,997,781
3. Amounts receivable relating to uninsured plans for contributions for ACA Reinsurance \$ -
- Liabilities
4. Liabilities for contributions payable due to ACA Reinsurance – not reported as ceded premium \$ 2,339,112
5. Ceded reinsurance premiums payable due to ACA Reinsurance \$ -
6. Liabilities for amounts held under uninsured plans contributions for ACA Reinsurance \$ 547,655
- Operations (Revenues & Expenses)
7. Ceded reinsurance premiums due to ACA Reinsurance \$ 871,864
8. Reinsurance recoveries (income statement) due to ACA Reinsurance payments or expected payments \$ 24,225,409
9. ACA Reinsurance contributions – not reported as ceded premiums \$ 13,162,808
- c. Temporary ACA Risk Corridors Program
- Assets
1. Accrued retrospective premium due to ACA Risk Corridors \$ 6,204,787
- Liabilities
2. Reserve for rate credits or policy experience rating refunds due to ACA Risk Corridors \$ -
- Operations (Revenues & Expenses)
3. Effect of ACA Risk Corridors on net premium income \$ 6,204,787
4. Effect of ACA Risk Corridors on change in reserves for rate credits \$ -

STATEMENT AS OF December 31, 2014 OF Humana Health Plan, Inc.

NOTES TO THE FINANCIAL STATEMENTS

(3) Roll-forward of prior year ACA risk-sharing provisions for the following asset (gross of any nonadmission) and liability balances, along with the reasons for adjustments to prior year balance.

Accrued During the Prior Year on Business Written Before December 31 of the Prior Year		Received or Paid as of the Current Year on Business Written Before December 31 of the Prior Year		Differences		Adjustments			Unsettled Balances as of the Reporting Date	
				Prior Year Accrued Less Payments (Col 1-3)	Prior Year Accrued Less Payments (Col 2-4)	To Prior Year Balances	To Prior Year Balances		Cumulative Balance from Prior Years (Col 1-3+7)	Cumulative Balance from Prior Years (Col 2-4+8)
1	2	3	4	5	6	7	8	Ref	9	10
Receivable	(Payable)	Receivable	(Payable)	Receivable	(Payable)	Receivable	(Payable)		Receivable	(Payable)
a. Permanent ACA Risk Adjustment Program										
1. Premium adjustments receivable	-	-	-	-	-	-	-		-	-
2. Premium adjustments (payables)	-	-	-	-	-	-	-		-	-
3. Subtotal ACA Permanent Risk Adjustment Program	-	-	-	-	-	-	-		-	-
b. Transitional ACA Reinsurance Program										
1. Amounts recoverable for claims paid	-	-	-	-	-	-	-		-	-
2. Amounts recoverable for claims unpaid (contra liability)	-	-	-	-	-	-	-		-	-
3. Amounts receivable relating to uninsured plans	-	-	-	-	-	-	-		-	-
4. Liabilities for contributions payable due to ACA Reinsurance- not reported as ceded premium	-	-	-	-	-	-	-		-	-
5. Ceded reinsurance premiums payable	-	-	-	-	-	-	-		-	-
6. Liability for amounts held under uninsured plans	-	-	-	-	-	-	-		-	-
7. Subtotal ACA Transitional Reinsurance Program	-	-	-	-	-	-	-		-	-
c. Temporary ACA Risk Corridors Program										
1. Accrued retrospective premium	-	-	-	-	-	-	-		-	-
2. Reserve for rate credits or policy experience rating refunds	-	-	-	-	-	-	-		-	-
3. Subtotal ACA Risk Corridors Program	-	-	-	-	-	-	-		-	-
d. Total for ACA Risk Sharing Provisions	-	-	-	-	-	-	-		-	-

25. Change in Incurred Claims and Claim Adjustment Expenses

Reserves as of December 31, 2013 were \$322,234,242. As of December 31, 2014, \$278,018,019 has been paid for incurred claims and claim adjustment expenses attributable to insured events of prior years. Reserves remaining for prior years are now \$5,262,835 as a result of re-estimation of unpaid claims and claim adjustment expenses. Therefore, there has been a \$38,953,388 favorable prior-year development since December 31, 2013. The decrease is generally the result of ongoing analysis of recent loss development trends. Original estimates are increased or decreased as additional information becomes known regarding individual claims. The Company did not experience any material prior year claim development on retrospectively rated policies.

26. Intercompany Pooling Arrangements

Not Applicable.

27. Structured Settlements

The Company has no structured settlements.

STATEMENT AS OF December 31, 2014 OF Humana Health Plan, Inc.

NOTES TO THE FINANCIAL STATEMENTS

28. Health Care Receivables

A. Pharmaceutical Rebate Receivables

Quarter	Estimate Pharmacy Rebates as Reported on Financial Statements	Pharmacy Rebates as Billed or Otherwise Confirmed	Actual Rebates Received Within 90 Days of Billing	Actual Rebates Received Within 91 to 180 Days of Billing	Actual Rebates Received More than 181 Days after Billing
12/31/2014	\$ 32,047,007	\$ 32,047,007	\$ -	\$ -	\$ -
9/30/2014	30,131,551	30,131,551	29,988,164	-	-
6/30/2014	30,632,141	30,632,141	30,263,792	130,180	-
3/31/2014	30,401,818	30,401,818	29,400,975	546,383	361,525
12/31/2013	16,836,020	16,836,020	16,345,008	426,659	64,353
9/30/2013	17,943,495	17,943,495	17,916,641	-	26,854
6/30/2013	19,291,477	19,291,477	19,291,319	-	158
3/31/2013	23,419,618	23,419,618	23,315,266	-	104,352
12/31/2012	17,054,563	17,054,563	16,985,769	-	68,794
9/30/2012	16,969,271	16,969,271	14,974,086	1,924,320	70,865
6/30/2012	17,988,759	17,988,759	14,805,257	3,114,363	69,139
3/31/2012	14,796,155	14,796,155	5,911,727	8,794,415	90,013

B. Risk Sharing Receivables

Calendar Year	Evaluation Period Year Ending	Risk Sharing Receivable as Estimated in the Prior Year	Risk Sharing Receivable as Estimated in the Current Year	Risk Sharing Receivable Billed	Risk Sharing Receivable Not Yet Billed	Actual Risk Sharing Amounts Received in Year Billed	Actual Risk Sharing Amounts Received First Year Subsequent	Actual Risk Sharing Amounts Received Second Year Subsequent	Actual Risk Sharing Amounts Received – All Others
2014	2014	15,055,456	10,322,207	4,648,577	5,673,630	6,146,280	9,530,549	-	-
	2015	XXX	-	XXX	XXX	XXX	XXX	XXX	XXX
2013	2013	-	15,055,456	-	-	-	-	-	-
	2014	XXX	-	XXX	XXX	XXX	XXX	XXX	XXX
2012	2012	-	-	-	-	-	-	-	-
	2013	XXX	-	XXX	XXX	XXX	XXX	XXX	XXX

29. Participating Policies

The Company has no participating policies.

30. Premium Deficiency Reserves

1. Liability carried for premium deficiency reserves\$ 7,564,000
2. Date of the most recent evaluation of this liabilityDecember 31, 2014
3. Was anticipated investment income utilized in the calculation?Yes () No (X)

The Company did recognize the time value of money by discounting future losses at an annual interest rate of 0.10%.

31. Anticipated Salvage and Subrogation

Not Applicable.

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES
GENERAL

- 1.1

Is the reporting entity a member of an Insurance Holding Company System consisting of two or more affiliated persons, one or more of which is an insurer?
If yes, complete Schedule Y, Parts 1, 1A and 2

Yes [X] No []
- 1.2

If yes, did the reporting entity register and file with its domiciliary State Insurance Commissioner, Director or Superintendent, or with such regulatory official of the state of domicile of the principal insurer in the Holding Company System, a registration statement providing disclosure substantially similar to the standards adopted by the National Association of Insurance Commissioners (NAIC) in its Model Insurance Holding Company System Regulatory Act and model regulations pertaining thereto, or is the reporting entity subject to standards and disclosure requirements substantially similar to those required by such Act and regulations?
State Regulating?

Yes [X] No [] N/A []
Kentucky
- 2.1

Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity?

Yes [] No [X]
- 2.2

If yes, date of change:
- 3.1

State as of what date the latest financial examination of the reporting entity was made or is being made.

12/31/2013
- 3.2

State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released.

12/31/2008
- 3.3

State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date).

12/20/2010
- 3.4

By what department or departments?
Kentucky Department of Insurance
- 3.5

Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments?

Yes [X] No [] N/A []
- 3.6

Have all of the recommendations within the latest financial examination report been complied with?

Yes [X] No [] N/A []
- 4.1

During the period covered by this statement, did any agent, broker, sales representative, non-affiliated sales/service organization or any combination thereof under common control (other than salaried employees of the reporting entity), receive credit or commissions for or control a substantial part (more than 20 percent of any major line of business measured on direct premiums) of:
4.11 sales of new business?
4.12 renewals?

Yes [] No [X]
Yes [] No [X]
- 4.2

During the period covered by this statement, did any sales/service organization owned in whole or in part by the reporting entity or an affiliate, receive credit or commissions for or control a substantial part (more than 20 percent of any major line of business measured on direct premiums) of:
4.21 sales of new business?
4.22 renewals?

Yes [] No [X]
Yes [] No [X]
- 5.1

Has the reporting entity been a party to a merger or consolidation during the period covered by this statement?

Yes [X] No []
- 5.2

If yes, provide the name of the entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

1 Name of Entity	2 NAIC Company Code	3 State of Domicile
American Dental Providers of Arkansas, Inc. merged into Humana Health Plan effective 12/31/2014	11559	AR
CompBenefits of Alabama, Inc. merged into Humana Health Plan effective 12/31/2014	12250	AL

- 6.1

Has the reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period?

Yes [] No [X]
- 6.2

If yes, give full information:
- 7.1

Does any foreign (non-United States) person or entity directly or indirectly control 10% or more of the reporting entity?

Yes [] No [X]
- 7.2

If yes,
7.21 State the percentage of foreign control;
7.22 State the nationality(s) of the foreign person(s) or entity(s) or if the entity is a mutual or reciprocal, the nationality of its manager or attorney-in-fact; and identify the type of entity(s) (e.g., individual, corporation or government, manager or attorney in fact).

0.0 %

1 Nationality	2 Type of Entity
.....

ANNUAL STATEMENT FOR THE YEAR 2014 OF THE Humana Health Plan, Inc.

GENERAL INTERROGATORIES

- 8.1

Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board?

Yes [] No [X]
- 8.2

If response to 8.1 is yes, please identify the name of the bank holding company.
- 8.3

Is the company affiliated with one or more banks, thrifts or securities firms?

Yes [] No [X]
- 8.4

If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.

1	2	3	4	5	6
Affiliate Name	Location (City, State)	FRB	OCC	FDIC	SEC

9.

What is the name and address of the independent certified public accountant or accounting firm retained to conduct the annual audit?

PricewaterhouseCoopers LLC, 500 West Main Street, Suite 1800, Louisville, Kentucky 40202-4264
- 10.1

Has the insurer been granted any exemptions to the prohibited non-audit services provided by the certified independent public accountant requirements as allowed in Section 7H of the Annual Financial Reporting Model Regulation (Model Audit Rule), or substantially similar state law or regulation?

Yes [] No [X]
- 10.2

If the response to 10.1 is yes, provide information related to this exemption:
- 10.3

Has the insurer been granted any exemptions related to the other requirements of the Annual Financial Reporting Model Regulation as allowed for in Section 17A of the Model Regulation, or substantially similar state law or regulation?

Yes [] No [X]
- 10.4

If the response to 10.3 is yes, provide information related to this exemption:
- 10.5

Has the reporting entity established an Audit Committee in compliance with the domiciliary state insurance laws?

Yes [X] No [] N/A []
- 10.6

If the response to 10.5 is no or n/a, please explain
11.

What is the name, address and affiliation (officer/employee of the reporting entity or actuary/consultant associated with an actuarial consulting firm) of the individual providing the statement of actuarial opinion/certification?

Jonathan Albert Canine, Vice President and Appointed Actuary, 500 West Main Street, Louisville, KY 40202
- 12.1

Does the reporting entity own any securities of a real estate holding company or otherwise hold real estate indirectly?

Yes [] No [X]
- 12.11

Name of real estate holding company
- 12.12

Number of parcels involved

0
- 12.13

Total book/adjusted carrying value

\$ 0
- 12.2

If, yes provide explanation:
13.

FOR UNITED STATES BRANCHES OF ALIEN REPORTING ENTITIES ONLY:
- 13.1

What changes have been made during the year in the United States manager or the United States trustees of the reporting entity?
- 13.2

Does this statement contain all business transacted for the reporting entity through its United States Branch on risks wherever located?

Yes [] No []
- 13.3

Have there been any changes made to any of the trust indentures during the year?

Yes [] No []
- 13.4

If answer to (13.3) is yes, has the domiciliary or entry state approved the changes?

Yes [] No [] N/A []
- 14.1

Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards?

Yes [X] No []
- (a)

Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- (b)

Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;
- (c)

Compliance with applicable governmental laws, rules and regulations;
- (d)

The prompt internal reporting of violations to an appropriate person or persons identified in the code; and
- (e)

Accountability for adherence to the code.
- 14.11

If the response to 14.1 is No, please explain:
- 14.2

Has the code of ethics for senior managers been amended?

Yes [X] No []
- 14.21

If the response to 14.2 is yes, provide information related to amendment(s).

Revised based on general policy and regulatory changes.
- 14.3

Have any provisions of the code of ethics been waived for any of the specified officers?

Yes [] No [X]
- 14.31

If the response to 14.3 is yes, provide the nature of any waiver(s).

GENERAL INTERROGATORIES

- | 1
American Bankers Association (ABA) Routing Number | 2
Issuing or Confirming Bank Name | 3
Circumstances That Can Trigger the Letter of Credit | 4
Amount |
|--|--------------------------------------|--|-----------------|
| 026002574 | Barclays | N/A | 2,477,833 |
| 026002575 | Barclays | N/A | 800,000 |
| 026009595 | Bank of America | N/A | 344,998 |
| 026009596 | Bank of America | N/A | 241,874 |
| 122241132 | Pacific Western Bank | N/A | 135,000 |
| 122241912 | American Security Bank | N/A | 100,000 |
| 121002042 | California Bank & Trust | N/A | 95,000 |
| 071026408 | Metropolitan Capital Bank | N/A | 50,000 |
| 026009600 | Bank of America | N/A | 20,000 |
| | | | |

16.	Is the purchase or sale of all investments of the reporting entity passed upon either by the board of directors or a subordinate committee thereof?	Yes	[X]	No	[]
17.	Does the reporting entity keep a complete permanent record of the proceedings of its board of directors and all subordinate committees thereof?	Yes	[X]	No	[]
18.	Has the reporting entity an established procedure for disclosure to its board of directors or trustees of any material interest or affiliation on the part of any of its officers, directors, trustees or responsible employees that is in conflict with the official duties of such person?	Yes	[X]	No	[]

13.	Has this statement been prepared using a basis of accounting other than Statutory Accounting Principles (e.g., Generally Accepted Accounting Principles)?		Yes [<input type="checkbox"/>]	No [<input checked="" type="checkbox"/>]
20.1	Total amount loaned during the year (inclusive of Separate Accounts, exclusive of policy loans):	20.11 To directors or other officers.....	\$	0
		20.12 To stockholders not officers.....	\$	0
		20.13 Trustees, supreme or grand (Fraternal Only)	\$	0
20.2	Total amount of loans outstanding at the end of year (inclusive of Separate Accounts, exclusive of policy loans):	20.21 To directors or other officers.....	\$	0
		20.22 To stockholders not officers.....	\$	0
		20.23 Trustees, supreme or grand (Fraternal Only)	\$	0
21.1	Were any assets reported in this statement subject to a contractual obligation to transfer to another party without the liability for such obligation being reported in the statement?		Yes [<input type="checkbox"/>]	No [<input checked="" type="checkbox"/>]
21.2	If yes, state the amount thereof at December 31 of the current year:	21.21 Rented from others.....	\$	0
		21.22 Borrowed from others.....	\$	0
		21.23 Leased from others	\$	0
		21.24 Other	\$	0
22.1	Does this statement include payments for assessments as described in the Annual Statement Instructions other than guaranty fund or guaranty association assessments?		Yes [<input checked="" type="checkbox"/>]	No [<input type="checkbox"/>]
22.2	If answer is yes:	22.21 Amount paid as losses or risk adjustment \$		0
		22.22 Amount paid as expenses	\$	292,354
		22.23 Other amounts paid	\$	0
23.1	Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement?		Yes [<input type="checkbox"/>]	No [<input checked="" type="checkbox"/>]
23.2	If yes, indicate any amounts receivable from parent included in the Page 2 amount:		\$	0

24.01	Were all the stocks, bonds and other securities owned December 31 of current year, over which the reporting entity has exclusive control, in the actual possession of the reporting entity on said date? (other than securities lending programs addressed in 24.03).....	Yes [<input checked="" type="checkbox"/>]	No [<input type="checkbox"/>]
24.02	If no, give full and complete information relating thereto		
24.03	For security lending programs, provide a description of the program including value for collateral and amount of loaned securities, and whether collateral is carried on or off-balance sheet. (an alternative is to reference Note 17 where this information is also provided)		
24.04	Does the Company's security lending program meet the requirements for a conforming program as outlined in the Risk-Based Capital Instructions?	Yes [<input type="checkbox"/>]	No [<input type="checkbox"/>] N/A [<input checked="" type="checkbox"/>]
24.05	If answer to 24.04 is yes, report amount of collateral for conforming programs.	\$	0
24.06	If answer to 24.04 is no, report amount of collateral for other programs.	\$	0
24.07	Does your securities lending program require 102% (domestic securities) and 105% (foreign securities) from the counterparty at the outset of the contract?	Yes [<input type="checkbox"/>]	No [<input type="checkbox"/>] N/A [<input checked="" type="checkbox"/>]
24.08	Does the reporting entity non-admit when the collateral received from the counterparty falls below 100%?	Yes [<input type="checkbox"/>]	No [<input type="checkbox"/>] N/A [<input checked="" type="checkbox"/>]
24.09	Does the reporting entity or the reporting entity's securities lending agent utilize the Master Securities lending Agreement (MSLA) to conduct securities lending?	Yes [<input type="checkbox"/>]	No [<input type="checkbox"/>] N/A [<input checked="" type="checkbox"/>]

ANNUAL STATEMENT FOR THE YEAR 2014 OF THE Humana Health Plan, Inc.

GENERAL INTERROGATORIES

24.10 For the reporting entity’s security lending program state the amount of the following as December 31 of the current year:

24.101	Total fair value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2.	\$	0
24.102	Total book adjusted/carrying value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2.	\$	0
24.103	Total payable for securities lending reported on the liability page.	\$	0

25.1 Were any of the stocks, bonds or other assets of the reporting entity owned at December 31 of the current year not exclusively under the control of the reporting entity, or has the reporting entity sold or transferred any assets subject to a put option contract that is currently in force? (Exclude securities subject to Interrogatory 21.1 and 24.03). Yes ☒ No ☐

25.2	If yes, state the amount thereof at December 31 of the current year:	25.21 Subject to repurchase agreements	\$	0
		25.22 Subject to reverse repurchase agreements	\$	0
		25.23 Subject to dollar repurchase agreements	\$	0
		25.24 Subject to reverse dollar repurchase agreements	\$	0
		25.25 Placed under option agreements	\$	0
		25.26 Letter stock or securities restricted as to sale - excluding FHLB Capital Stock	\$	0
		25.27 FHLB Capital Stock	\$	0
		25.28 On deposit with states	\$	17,082,654
		25.29 On deposit with other regulatory bodies	\$	0
		25.30 Pledged as collateral - excluding collateral pledged to an FHLB	\$	0
		25.31 Pledged as collateral to FHLB - including assets backing funding agreements	\$	0
		25.32 Other	\$	0

25.3 For category (25.26) provide the following:

1 Nature of Restriction	2 Description	3 Amount

26.1 Does the reporting entity have any hedging transactions reported on Schedule DB? Yes ☐ No ☒

26.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? Yes ☐ No ☐ N/A ☒
If no, attach a description with this statement.

27.1 Were any preferred stocks or bonds owned as of December 31 of the current year mandatorily convertible into equity, or, at the option of the issuer, convertible into equity? Yes ☐ No ☒

27.2 If yes, state the amount thereof at December 31 of the current year. \$ 0

28. Excluding items in Schedule E - Part 3 - Special Deposits, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 1, III - General Examination Considerations, F. Outsourcing of Critical Functions, Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook? Yes ☒ No ☐

28.01 For agreements that comply with the requirements of the NAIC Financial Condition Examiners Handbook, complete the following:

1 Name of Custodian(s)	2 Custodian's Address
JP Morgan Chase	4 Metro Tech Center, 16th Floor Mail Code: NY1-C512, Brooklyn, NY 11245, Attn: Barbara J. Walsh

28.02 For all agreements that do not comply with the requirements of the NAIC Financial Condition Examiners Handbook, provide the name, location and a complete explanation:

1 Name(s)	2 Location(s)	3 Complete Explanation(s)

28.03 Have there been any changes, including name changes, in the custodian(s) identified in 28.01 during the current year? Yes ☐ No ☒

28.04 If yes, give full and complete information relating thereto:

1 Old Custodian	2 New Custodian	3 Date of Change	4 Reason

28.05 Identify all investment advisors, brokers/dealers or individuals acting on behalf of brokers/dealers that have access to the investment accounts, handle securities and have authority to make investments on behalf of the reporting entity:

1 Central Registration Depository Number(s)	2 Name	3 Address
107105	Blackrock, Inc.	55 East 52nd Street, New York, NY 10055

ANNUAL STATEMENT FOR THE YEAR 2014 OF THE Humana Health Plan, Inc.

GENERAL INTERROGATORIES

- 29.1 Does the reporting entity have any diversified mutual funds reported in Schedule D, Part 2 (diversified according to the Securities and Exchange Commission (SEC) in the Investment Company Act of 1940 [Section 5(b)(1)])?
- Yes [] No [X]
- 29.2 If yes, complete the following schedule:

1	2	3
CUSIP #	Name of Mutual Fund	Book/Adjusted Carrying Value
29.2999 - Total		0

- 29.3 For each mutual fund listed in the table above, complete the following schedule:

1	2	3	4
Name of Mutual Fund (from above table)	Name of Significant Holding of the Mutual Fund	Amount of Mutual Fund's Book/Adjusted Carrying Value Attributable to the Holding	Date of Valuation

30. Provide the following information for all short-term and long-term bonds and all preferred stocks. Do not substitute amortized value or statement value for fair value.

	1	2	3
	Statement (Admitted) Value	Fair Value	Excess of Statement over Fair Value (-), or Fair Value over Statement (+)
30.1 Bonds	888,022,513	900,976,147	12,953,634
30.2 Preferred stocks	0	0	0
30.3 Totals	888,022,513	900,976,147	12,953,634

- 30.4 Describe the sources or methods utilized in determining the fair values:
Fair value of actively traded debt and equity securities are based on quoted market prices.Fair value of inactively traded debt securities are based on quoted market prices of identical or similar securities or based on observable inputs like interest rates using either a market or income valuation.
- 31.1 Was the rate used to calculate fair value determined by a broker or custodian for any of the securities in Schedule D? Yes [] No [X]
- 31.2 If the answer to 31.1 is yes, does the reporting entity have a copy of the broker's or custodian's pricing policy (hard copy or electronic copy) for all brokers or custodians used as a pricing source? Yes [] No []
- 31.3 If the answer to 31.2 is no, describe the reporting entity's process for determining a reliable pricing source for purposes of disclosure of fair value for Schedule D:
Fair value of actively traded debt and equity securities are based on quoted market prices.Fair value of inactively traded debt securities are based on quoted market prices of identical or similar securities or based on observable inputs like interest rates using either a market or income valuation.
- 32.1 Have all the filing requirements of the Purposes and Procedures Manual of the NAIC Securities Valuation Office been followed? Yes [X] No []
- 32.2 If no, list exceptions:
.....

ANNUAL STATEMENT FOR THE YEAR 2014 OF THE Humana Health Plan, Inc.

GENERAL INTERROGATORIES

OTHER

33.1 Amount of payments to trade associations, service organizations and statistical or rating bureaus, if any?\$0

33.2 List the name of the organization and the amount paid if any such payment represented 25% or more of the total payments to trade associations, service organizations and statistical or rating bureaus during the period covered by this statement.

1 Name	2 Amount Paid

34.1 Amount of payments for legal expenses, if any?\$972,764

34.2 List the name of the firm and the amount paid if any such payment represented 25% or more of the total payments for legal expenses during the period covered by this statement.

1 Name	2 Amount Paid
Berkeley Research Group, LLC	246,778

35.1 Amount of payments for expenditures in connection with matters before legislative bodies, officers or departments of government, if any?\$0

35.2 List the name of the firm and the amount paid if any such payment represented 25% or more of the total payment expenditures in connection with matters before legislative bodies, officers or departments of government during the period covered by this statement.

1 Name	2 Amount Paid

GENERAL INTERROGATORIES

PART 2 - HEALTH INTERROGATORIES

1.1

Does the reporting entity have any direct Medicare Supplement Insurance in force?

Yes [] No [X]

1.2

If yes, indicate premium earned on U.S. business only.

\$ 0

1.3

What portion of Item (1.2) is not reported on the Medicare Supplement Insurance Experience Exhibit?

\$ 0

1.31

Reason for excluding

1.4

Indicate amount of earned premium attributable to Canadian and/or Other Alien not included in Item (1.2) above

\$ 0

1.5

Indicate total incurred claims on all Medicare Supplement Insurance.

\$ 0

1.6

Individual policies:

Most current three years:

1.61

Total premium earned

\$ 0

1.62

Total incurred claims

\$ 0

1.63

Number of covered lives

0

All years prior to most current three years:

1.64

Total premium earned

\$ 0

1.65

Total incurred claims

\$ 0

1.66

Number of covered lives

0

1.7

Group policies:

Most current three years:

1.71

Total premium earned

\$ 0

1.72

Total incurred claims

\$ 0

1.73

Number of covered lives

0

All years prior to most current three years:

1.74

Total premium earned

\$ 0

1.75

Total incurred claims

\$ 0

1.76

Number of covered lives

0

2.

Health Test:

1

Current Year

2

Prior Year

2.1

Premium Numerator

4,952,063,856

3,683,105,426

2.2

Premium Denominator

4,952,063,856

3,683,105,426

2.3

Premium Ratio (2.1/2.2)

1.000

1.000

2.4

Reserve Numerator

482,835,604

348,161,410

2.5

Reserve Denominator

482,835,604

348,161,410

2.6

Reserve Ratio (2.4/2.5)

1.000

1.000

3.1

Has the reporting entity received any endowment or gift from contracting hospitals, physicians, dentists, or others that is agreed will be returned when, as and if the earnings of the reporting entity permits?

Yes [] No [X]

3.2

If yes, give particulars:

4.1

Have copies of all agreements stating the period and nature of hospitals', physicians', and dentists' care offered to subscribers and dependents been filed with the appropriate regulatory agency?

Yes [X] No []

4.2

If not previously filed, furnish herewith a copy(ies) of such agreement(s). Do these agreements include additional benefits offered?

Yes [] No [X]

5.1

Does the reporting entity have stop-loss reinsurance?

Yes [X] No []

5.2

If no, explain:

5.3

Maximum retained risk (see instructions)

5.31

Comprehensive Medical

\$ 3,000,000

5.32

Medical Only

\$ 0

5.33

Medicare Supplement

\$ 0

5.34

Dental & Vision

\$ 0

5.35

Other Limited Benefit Plan

\$ 0

5.36

Other

\$ 0

6.

Describe arrangement which the reporting entity may have to protect subscribers and their dependents against the risk of insolvency including hold harmless provisions, conversion privileges with other carriers, agreements with providers to continue rendering services, and any other agreements:
Provider contracts include hold harmless and continuation of benefits provisions. HMO has an indemnity agreement with the parent company.

7.1

Does the reporting entity set up its claim liability for provider services on a service date basis?

Yes [X] No []

7.2

If no, give details

8.

Provide the following information regarding participating providers:

8.1

Number of providers at start of reporting year

712,559

8.2

Number of providers at end of reporting year

743,763

9.1

Does the reporting entity have business subject to premium rate guarantees?

Yes [] No [X]

9.2

If yes, direct premium earned:

9.21

Business with rate guarantees between 15-36 months

\$ 0

9.22

Business with rate guarantees over 36 months

\$ 0

ANNUAL STATEMENT FOR THE YEAR 2014 OF THE Humana Health Plan, Inc.

GENERAL INTERROGATORIES

10.1

Does the reporting entity have Incentive Pool, Withhold or Bonus Arrangements in its provider contracts?

Yes [X] No []

10.2

If yes:

10.21

Maximum amount payable bonuses

\$ 1,288,595

10.22

Amount actually paid for year bonuses

\$ 728,323

10.23

Maximum amount payable withholds

\$ 0

10.24

Amount actually paid for year withholds

\$ 0

11.1

Is the reporting entity organized as:

11.12

A Medical Group/Staff Model

Yes [] No [X]

11.13

An Individual Practice Association (IPA), or,

Yes [] No [X]

11.14

A Mixed Model (combination of above)?

Yes [] No [X]

11.2

Is the reporting entity subject to Minimum Net Worth Requirements?

Yes [X] No []

11.3

If yes, show the name of the state requiring such net worth.

Illinois 215 ILCS 125/2-4; 215 ILCS 130/2004

11.4

If yes, show the amount required.

\$ 405,952,914

11.5

Is this amount included as part of a contingency reserve in stockholder's equity?

Yes [] No [X]

11.6

If the amount is calculated, show the calculation

See RBC calculation or state regulation.

12.

List service areas in which reporting entity is licensed to operate:

1 Name of Service Area
Alabama – Medicare Only
Arizona – Apache, Cochise, Gila, Graham, Greenlee, LaPaz, Maricopa, Mohave, Navajo, Pima, Pinal, Santa Cruz, Yavapai, Yuma.
Colorado – Adams, Arapahoe, Broomfield, Denver, Douglas, Jefferson, Boulder, Elbert, El Paso, Teller
Idaho – Medicare Only
Illinois – Cook, Dupage, Kane, Kankakee, Kendall, Lake, McHenry, Will, Boone, Brown, Bureau, Cass, DeKalb, Dewitt, Fulton, Grundy, Hancock, Henderson, Henry, Knox, LaSalle, Lee, Livingston, Marshall, McDonough, McLean, Mercer, Ogle, Peoria, Putman, Schuyler, Stark, Stephenson, Tazewell, Warren, Winnebago, Woodford, Madison
Indiana – Boone, Clark, Crawford, Dearborn, Dubois, Franklin, Floyd, Gibson, Hamilton, Hancock, Harrison, Hendricks, Howard, Jackson, Jennings, Johnson, Knox, Lake, LaPorte, Madison, Marion, Morgan, Ohio, Orange, Pike, Porter, Ripley, Scott, Shelby, Spencer, Tipton, Union, Vanderburgh, Warrick, Washington, Delaware, Jefferson, Posey
Kansas – Atchison, Jefferson, Johnson, Leavenworth, Linn, Miami, Wyandote
Kentucky – Adair, Allen, Anderson, Ballard, Barren, Bath, Bell, Boone, Bourbon, Boyd, Boyle, Bracken, Breathitt, Breckinridge, Bullitt, Butler, Caldwell, Calloway, Campbell, Carlisle, Carroll, Carter (p), Casey, Christian, Clark, Clay, Clinton, Crittenden, Cumberland, Daviess, Edmonson, Elliott, Estill, Fayette, Fleming, Floyd, Franklin, Fulton, Gallatin, Garrard, Grant, Graves, Grayson, Greene, Greenup, Hancock, Hardin, Harlan, Harrison, Hart, Henderson, Henry, Hickman, Hopkins, Jackson, Jefferson, Jessamine, Johnson, Kenton, Knott, Knox, Larue, Laurel, Lawrence, Lee, Leslie, Letcher, Lewis, Lincoln, Livingston, Logan, Lyon, Madison, Magoffin, Marion, Marshall, Martin, Mason, McCracken, McCreary, McLean, Meade, Menifee, Mercer, Metcalf, Monroe, Montgomery, Morgan, Muhlenberg, Nelson, Nicholas, Ohio, Oldham, Owen, Owsley, Pendleton, Perry, Pike, Powell, Pulaskie, Robertson, Rockcastle, Rowan, Russell, Scott, Shelby, Simpson, Spencer, Taylor, Todd, Trigg, Trimble, Union, Warren, Washington, Wayne, Webster, Whitley, Wolfe, Woodford
Missouri – Bates, Buchanan, Caldwell, Carroll, Cass, Clay, Clinton, Henry, Jackson, Johnson, Lafayette, Platte, Ray
Tennessee – Anderson, Bledsoe, Blount, Bradley, Campbell, Carter, Claiborne, Cocke, Davidson, DeKalb, Fayette, Grainger, Greene, Hamblen, Hamilton, Hancock, Hawkins, Jefferson, Johnson, Knox, Loudon, Macon, Marshall, McMinn, Meigs, Morgan, Rhea, Roane, Scott, Sequatchie, Sevier, Shelby, Smith, Sullivan, Tipton, Trousdale, Unicoi, Union, Washington, Wilson
Virginia – Dinwiddie, Fairfax, Fairfax City, Albemarle, Alexandria City, Arlington, Bedford, Bedford City, Bland, Botetourt, Bristol City, Buchanan, Buckingham, Charlottesville City, Chesapeake City, Chesterfield, Colonial Heights City, Craig, Dickenson, Falls Church City, Fauquier, Floyd, Fluvanna, Franklin, Goochland, Grayson, Greene, Hampton City, Hanover, Henrico, Hopewell City, Isle of Wight, James City, Lee, Loudoun, Louisa, Manassas City, Manassas Park City, Montgomery, Nelson, Newport News City, Norfolk City, Norton City, Petersburg City, Poquoson City, Portsmouth City, Powhatan, Prince William, Pulaski, Radford City, Richmond City, Roanoke, Roanoke City, Russell, Salem City, Scott, Smyth, Suffolk City, Tazewell, Virginia Beach City, Washington, Williamsburg City, Wise, Wythe, York

ANNUAL STATEMENT FOR THE YEAR 2014 OF THE Humana Health Plan, Inc.

- 13.1 Do you act as a custodian for health savings accounts? Yes [] No [X]
- 13.2 If yes, please provide the amount of custodial funds held as of the reporting date.\$0
- 13.3 Do you act as an administrator for health savings accounts? Yes [] No [X]
- 13.4 If yes, please provide the balance of funds administered as of the reporting date.\$0
- 14.1 Are any of the captive affiliates reported on Schedule S, Part 3, authorized reinsurers? Yes [] No [X] N/A []
- 14.2 If the answer to 14.1 is yes, please provide the following:

1 Company Name	2 NAIC Company Code	3 Domiciliary Jurisdiction	4 Reserve Credit	Assets Supporting Reserve Credit		
				5 Letters of Credit	6 Trust Agreements	7 Other
.....

15. Provide the following for individual ordinary life insurance* policies (U.S. business only) for the current year (prior to reinsurance assumed or ceded):
- 15.1 Direct Premium Written\$0
- 15.2 Total Incurred Claims\$0
- 15.3 Number of Covered Lives0

*Ordinary Life Insurance Includes
Term(whether full underwriting, limited underwriting, jet issue, "short form app")
Whole Life (whether full underwriting, limited underwriting, jet issue, "short form app")
Variable Life (with or without secondary gurantee)
Universal Life (with or without secondary gurantee)
Variable Universal Life (with or without secondary gurantee)

FIVE-YEAR HISTORICAL DATA

	1 2014	2 2013	3 2012	4 2011	5 2010
Balance Sheet (Pages 2 and 3)					
1. Total admitted assets (Page 2, Line 28)	1,275,064,733	811,647,433	645,208,799	528,760,277	509,907,987
2. Total liabilities (Page 3, Line 24)	689,419,018	432,403,260	337,267,023	263,283,176	229,026,143
3. Statutory surplus	405,952,914	206,973,434	168,810,496	129,122,104	105,925,748
4. Total capital and surplus (Page 3, Line 33)	585,645,715	379,244,173	307,941,776	265,477,101	280,881,844
Income Statement (Page 4)					
5. Total revenues (Line 8)	4,947,145,952	3,694,249,367	2,992,311,788	2,341,599,022	1,966,525,462
6. Total medical and hospital expenses (Line 18)	4,233,116,896	3,178,270,900	2,559,763,865	1,958,710,479	1,621,855,792
7. Claims adjustment expenses (Line 20)	241,452,076	173,071,151	168,321,705	112,108,245	62,755,032
8. Total administrative expenses (Line 21)	505,296,529	421,461,917	302,032,654	279,379,780	251,823,102
9. Net underwriting gain (loss) (Line 24)	(37,223,885)	(77,124,740)	(49,808,291)	(4,576,343)	44,517,865
10. Net investment gain (loss) (Line 27)	22,246,902	18,521,752	15,927,615	12,882,000	10,298,805
11. Total other income (Lines 28 plus 29)	(200,886)	218,201	9,818	11,923	12,712
12. Net income or (loss) (Line 32)	(49,084,294)	(38,526,925)	(28,891,765)	5,460,925	30,421,797
Cash Flow (Page 6)					
13. Net cash from operations (Line 11)	(32,225,379)	(48,944,370)	39,754,008	53,285,969	(6,227,652)
Risk-Based Capital Analysis					
14. Total adjusted capital	585,645,715	379,244,173	307,941,776	265,477,101	280,881,844
15. Authorized control level risk-based capital	135,317,638	98,431,454	84,434,629	64,561,052	52,901,134
Enrollment (Exhibit 1)					
16. Total members at end of period (Column 5, Line 7)	823,465	586,003	476,778	397,622	392,524
17. Total members months (Column 6, Line 7)	8,974,656	6,847,876	5,619,511	4,793,106	4,661,923
Operating Percentage (Page 4) (Item divided by Page 4, sum of Lines 2, 3 and 5) x 100.0					
18. Premiums earned plus risk revenue (Line 2 plus Lines 3 and 5)	100.0	100.0	100.0	100.0	100.0
19. Total hospital and medical plus other non-health (Lines 18 plus Line 19)	85.6	86.0	85.5	83.6	82.5
20. Cost containment expenses	4.0	4.0	4.5	3.8	2.6
21. Other claims adjustment expenses	0.8	0.7	1.1	1.0	0.6
22. Total underwriting deductions (Line 23)	100.8	102.1	101.7	100.2	97.7
23. Total underwriting gain (loss) (Line 24)	(0.8)	(2.1)	(1.7)	(0.2)	2.3
Unpaid Claims Analysis (U&I Exhibit, Part 2B)					
24. Total claims incurred for prior years (Line 13, Col. 5)	280,827,191	230,359,333	164,342,580	147,945,813	139,650,778
25. Estimated liability of unpaid claims-[prior year (Line 13, Col. 6)]	302,970,154	250,562,148	186,490,178	160,116,927	155,464,640
Investments In Parent, Subsidiaries and Affiliates					
26. Affiliated bonds (Sch. D Summary, Line 12, Col. 1)	0	0	0	0	0
27. Affiliated preferred stocks (Sch. D Summary, Line 18, Col. 1)	0	0	0	0	0
28. Affiliated common stocks (Sch. D Summary, Line 24, Col. 1)	27,164,548	29,233,357	31,508,729	30,779,448	27,886,723
29. Affiliated short-term investments (subtotal included in Schedule DA Verification, Col. 5, Line 10)	0	0	0	0	0
30. Affiliated mortgage loans on real estate	0	0	0	0	0
31. All other affiliated	0	0	0	0	0
32. Total of above Lines 26 to 31	27,164,548	29,233,357	31,508,729	30,779,448	27,886,723
33. Total investment in parent included in Lines 26 to 31 above.	0	0	0	0	0

NOTE: If a party to a merger, have the two most recent years of this exhibit been restated due to a merger in compliance with the disclosure requirements of SSAP No. 3, Accounting Changes and Correction of Errors? Yes [] No [X]

If no, please explain: As disclosed in the notes to the financial statements, SSAP No. 3, Accounting Changes and Corrections of Errors, requires prior year amounts to be restated as if the merger had occurred as of January 1, 2013 unless the merging entities, American Dental Providers of Arkansas, Inc. and CompBenefits of Alabama, Inc. met the definition of a shell company. Both companies met the definition of a shell company and thus no prior year restatement has been performed.

SCHEDULE T PREMIUMS AND OTHER CONSIDERATIONS

Allocated by States and Territories										
		1	Direct Business Only							
			2	3	4	5	6	7	8	9
States, etc.		Active Status	Accident & Health Premiums	Medicare Title XVIII	Medicaid Title XIX	Federal Employees Health Benefits Plan Premiums	Life & Annuity Premiums & Other Considerations	Property/ Casualty Premiums	Total Columns 2 Through 7	Deposit-Type Contracts
1.	Alabama	AL	L	652,018	137,230,357	.0	.0	.0	137,882,375	0
2.	Alaska	AK	N	0	0	.0	.0	.0	0	0
3.	Arizona	AZ	L	55,526,366	362,256,011	.0	10,484,669	.0	428,267,046	0
4.	Arkansas	AR	L	1,256,611	264,906,301	.0	.0	.0	266,162,912	0
5.	California	CA	N	0	0	.0	.0	.0	0	0
6.	Colorado	CO	L	116,744,953	141,293,035	.0	.0	.0	258,037,988	0
7.	Connecticut	CT	N	0	0	.0	.0	.0	0	0
8.	Delaware	DE	N	0	0	.0	.0	.0	0	0
9.	District of Columbia	DC	N	0	0	.0	.0	.0	0	0
10.	Florida	FL	N	0	0	.0	.0	.0	0	0
11.	Georgia	GA	N	0	0	.0	.0	.0	0	0
12.	Hawaii	HI	N	0	0	.0	.0	.0	0	0
13.	Idaho	ID	L	281,051	27,778,941	.0	.0	.0	28,059,992	0
14.	Illinois	IL	L	102,917,805	474,158,357	59,750,789	86,471,583	.0	723,298,534	0
15.	Indiana	IN	L	20,175,442	158,533,943	.0	.0	.0	178,709,385	0
16.	Iowa	IA	N	0	0	.0	.0	.0	0	0
17.	Kansas	KS	L	4,355,116	175,657,622	.0	27,746,799	.0	207,759,537	0
18.	Kentucky	KY	L	456,824,616	137,674,858	474,370,746	7,508,984	.0	1,076,379,204	0
19.	Louisiana	LA	N	0	0	.0	.0	.0	0	0
20.	Maine	ME	N	0	0	.0	.0	.0	0	0
21.	Maryland	MD	N	0	0	.0	.0	.0	0	0
22.	Massachusetts	MA	N	0	0	.0	.0	.0	0	0
23.	Michigan	MI	N	0	0	.0	.0	.0	0	0
24.	Minnesota	MN	N	0	0	.0	.0	.0	0	0
25.	Mississippi	MS	N	0	0	.0	.0	.0	0	0
26.	Missouri	MO	L	3,187,750	351,338,928	.0	(3,905)	.0	354,522,773	0
27.	Montana	MT	N	0	0	.0	.0	.0	0	0
28.	Nebraska	NE	L	172,716	42,408,593	.0	.0	.0	42,581,309	0
29.	Nevada	NV	L	4,710,847	518,097,360	.0	.0	.0	522,808,207	0
30.	New Hampshire	NH	N	0	0	.0	.0	.0	0	0
31.	New Jersey	NJ	N	0	0	.0	.0	.0	0	0
32.	New Mexico	NM	L	(16,977)	39,655,261	.0	.0	.0	39,638,284	0
33.	New York	NY	N	0	0	.0	.0	.0	0	0
34.	North Carolina	NC	N	0	0	.0	.0	.0	0	0
35.	North Dakota	ND	N	0	0	.0	.0	.0	0	0
36.	Ohio	OH	L	0	0	.0	.0	.0	0	0
37.	Oklahoma	OK	N	0	0	.0	.0	.0	0	0
38.	Oregon	OR	N	0	0	.0	.0	.0	0	0
39.	Pennsylvania	PA	N	0	0	.0	.0	.0	0	0
40.	Rhode Island	RI	N	0	0	.0	.0	.0	0	0
41.	South Carolina	SC	L	979,114	334,166,898	.0	.0	.0	335,146,012	0
42.	South Dakota	SD	N	0	0	.0	.0	.0	0	0
43.	Tennessee	TN	L	63,130,412	0	.0	958,893	.0	64,089,305	0
44.	Texas	TX	L	0	0	.0	.0	.0	0	0
45.	Utah	UT	N	0	0	.0	.0	.0	0	0
46.	Vermont	VT	N	0	0	.0	.0	.0	0	0
47.	Virginia	VA	L	636,706	523,967,195	50,886,664	.0	.0	575,490,565	0
48.	Washington	WA	L	1,176,410	182,121,912	.0	.0	.0	183,298,322	0
49.	West Virginia	WV	L	0	0	.0	.0	.0	0	0
50.	Wisconsin	WI	N	0	0	.0	.0	.0	0	0
51.	Wyoming	WY	N	0	0	.0	.0	.0	0	0
52.	American Samoa	AS	N	0	0	.0	.0	.0	0	0
53.	Guam	GU	N	0	0	.0	.0	.0	0	0
54.	Puerto Rico	PR	N	0	0	.0	.0	.0	0	0
55.	U.S. Virgin Islands	VI	N	0	0	.0	.0	.0	0	0
56.	Northern Mariana Islands	MP	N	0	0	.0	.0	.0	0	0
57.	Canada	CAN	N	0	0	.0	.0	.0	0	0
58.	Aggregate other alien	OT	XXX	0	0	.0	.0	.0	0	0
59.	Subtotal	XXX	832,710,956	3,871,245,572	585,008,199	133,167,023	.0	.0	5,422,131,750	0
60.	Reporting entity contributions for Employee Benefit Plans	XXX	0	0	.0	.0	.0	.0	0	0
61.	Total (Direct Business)	(a) 20	832,710,956	3,871,245,572	585,008,199	133,167,023	0	0	5,422,131,750	0
DETAILS OF WRITE-INS										
58001.	.....	XXX								
58002.	.....	XXX								
58003.	.....	XXX								
58998.	Summary of remaining write-ins for Line 58 from overflow page	XXX	.0	.0	.0	.0	.0	.0	0	0
58999.	Totals (Lines 58001 through 58003 plus 58998)(Line 58 above)	XXX	0	0	0	0	0	0	0	0

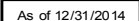
(L) Licensed or Chartered - Licensed Insurance Carrier or Domiciled RRG; (R) Registered - Non-domiciled RRGs; (Q) Qualified - Qualified or Accredited Reinsurer; (E) Eligible - Reporting Entities eligible or approved to write Surplus Lines in the state; (N) None of the above - Not allowed to write business in the state.

Explanation of basis of allocation by states, premiums by state, etc.

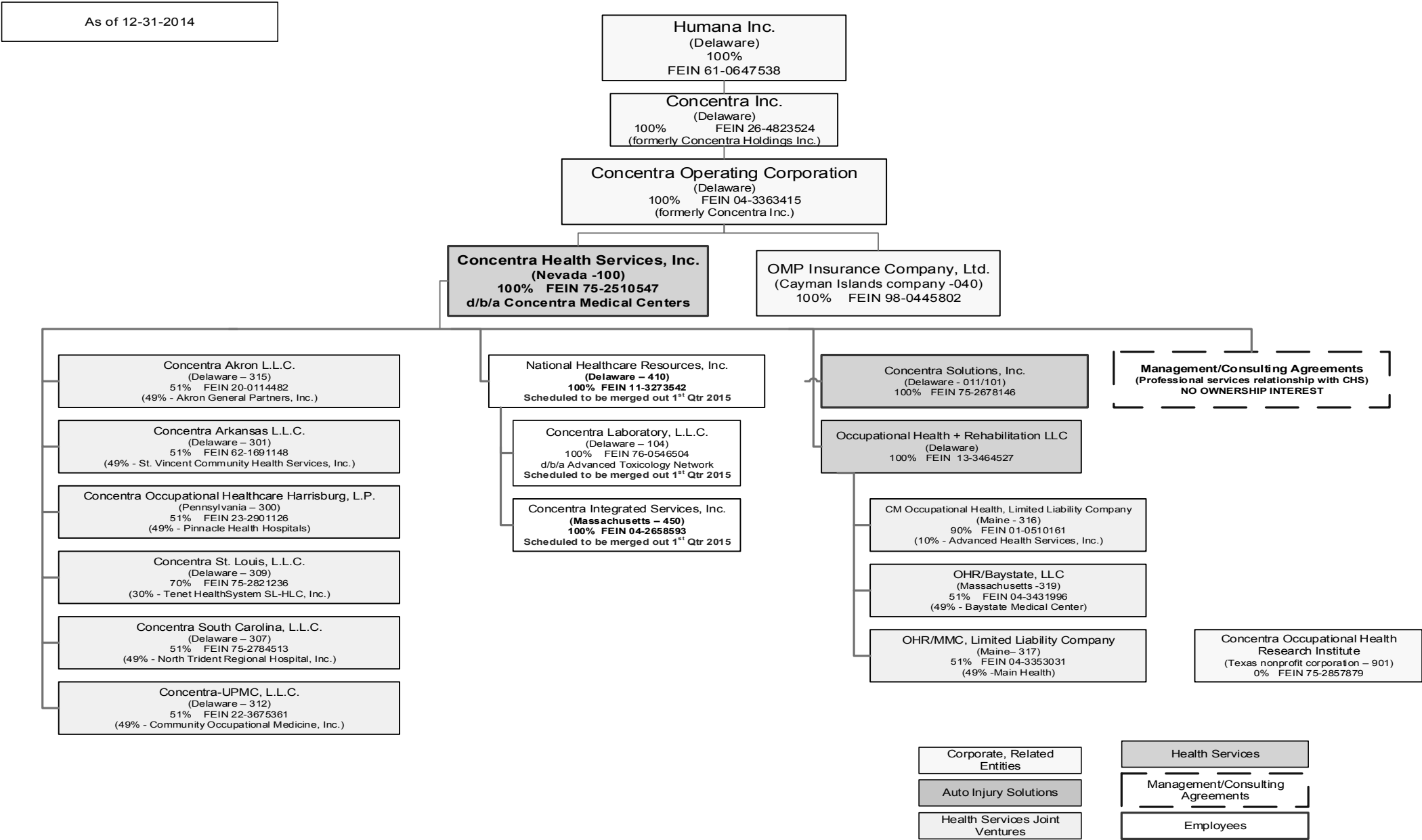
The Company allocates group premiums to the situs of the contract and individual premiums based on residence.

(a) Insert the number of L responses except for Canada and Other Alien.

40

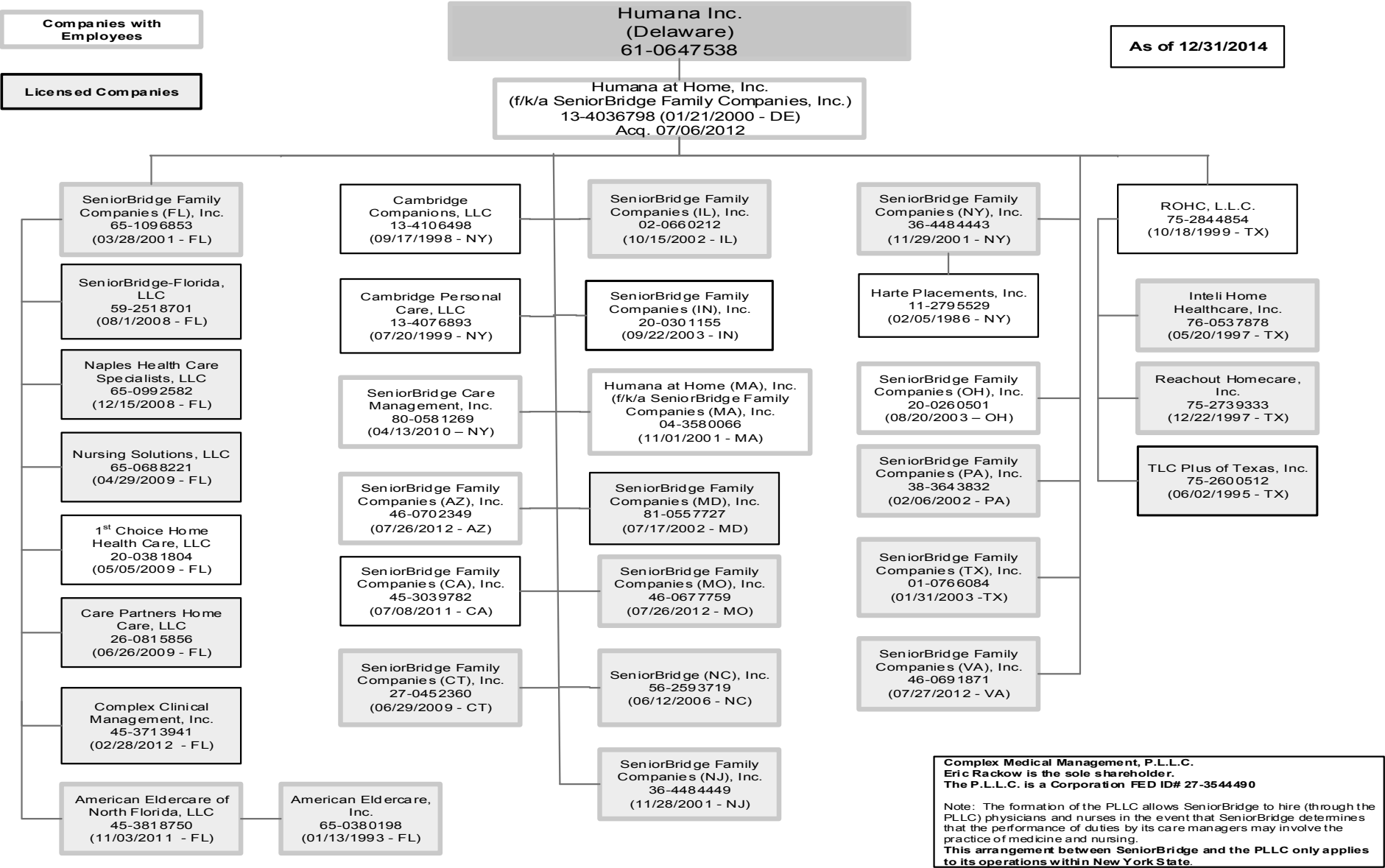


ANNUAL STATEMENT FOR THE YEAR 2014 OF THE Humana Health Plan, Inc.



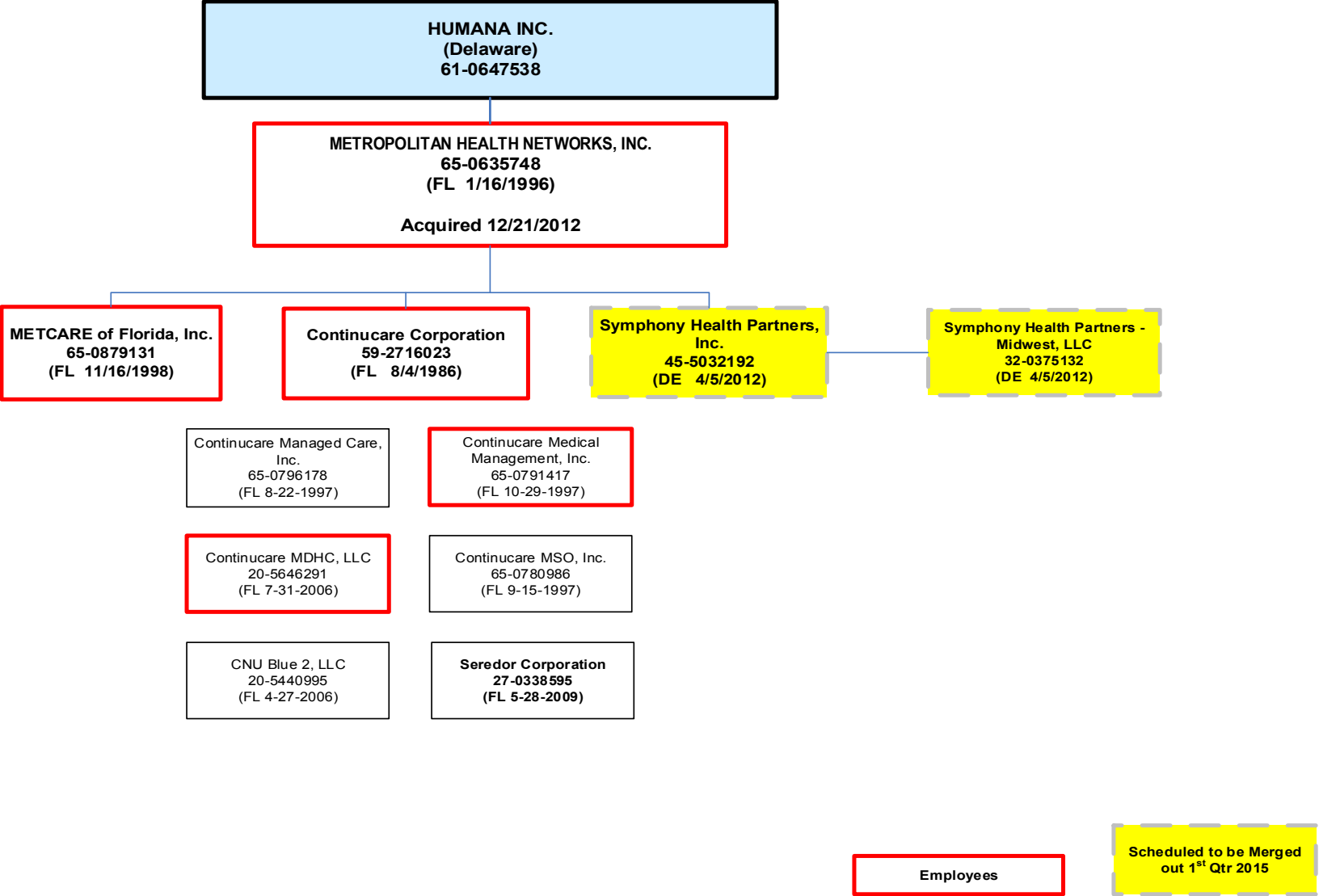
ANNUAL STATEMENT FOR THE YEAR 2014 OF THE Humana Health Plan, Inc.

40.2



ANNUAL STATEMENT FOR THE YEAR 2014 OF THE Humana Health Plan, Inc.

As of 12-31-2014



ANNUAL STATEMENT FOR THE YEAR 2014 OF THE Humana Health Plan, Inc.

OVERFLOW PAGE FOR WRITE-INS

Additional Write-ins for Assets Line 25

		Current Year			Prior Year
		1	2	3	4
		Assets	Nonadmitted Assets	Net Admitted Assets (Cols. 1 - 2)	Net Admitted Assets
2504.	Intangible Assets	2,847,901	2,847,901	0	0
2505.	Deposits	2,122,409	2,122,409	0	0
2506.	Prepaid Expenses	513,902	513,902	0	0
2507.	Federal Contingency Reserves	62,991	0	62,991	21,104
2597.	Summary of remaining write-ins for Line 25 from overflow page	5,547,203	5,484,212	62,991	21,104

Additional Write-ins for Exhibit of Nonadmitted Assets Line 25

		1	2	3
		Current Year Total Nonadmitted Assets	Prior Year Total Nonadmitted Assets	Change in Total Nonadmitted Assets (Col. 2 - Col. 1)
2504.	Deposits	2,122,409	2,252,358	129,949
2505.	Prepaid Expenses	513,902	429,365	(84,537)
2597.	Summary of remaining write-ins for Line 25 from overflow page	2,636,311	2,681,723	45,412

ANNUAL STATEMENT FOR THE YEAR 2014 OF THE Humana Health Plan, Inc.

OVERFLOW PAGE FOR WRITE-INS

Additional Write-ins for Exhibit 1 Line 6

Source of Enrollment	Total Members at End of					6 Current Year Member Months
	1 Prior Year	2 First Quarter	3 Second Quarter	4 Third Quarter	5 Current Year	
0604.	0	0	0	0	0	0
0605.	0	0	0	0	0	0
0606.	0	0	0	0	0	0
0697. Summary of remaining write-ins for Line 6 from overflow page	0	0	0	0	0	0

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Schedule BA - Part 2 E08

Schedule BA - Part 3 E09

Schedule BA - Verification Between Years SI03

Schedule D - Part 1 E10

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Schedule D - Part 1A - Section 2 SI08

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Schedule D - Part 6 - Section 1 E16

Schedule D - Part 6 - Section 2 E16

Schedule D - Summary By Country SI04

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